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SHINHAN FINANCIAL GROUP CO LTD

Form 6-K

March 11, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 March 2005

SHINHAN FINANCIAL GROUP CO., LTD.  
(Translation of registrant's name into English)

120, 2-Ga, Taepyung-Ro, Jung-Gu, Seoul 100-102, Korea  
(Address of principal executive offices)

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

Form 20-F  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): \_\_\_\_\_

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): \_\_\_\_\_

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

Yes  No

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

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Shinhan Financial Group  
120, 2-Ga, Taepyungro, Jung Gu,  
Seoul 100-724, Korea

March 11, 2005

To Shareholders:

CONVOCATION NOTICE OF THE 4TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

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Notice is hereby given that the 4th Ordinary General Meeting of Shareholders of the Group will be held as described hereunder and your attendance is cordially requested.

### DESCRIPTION

1. Date and Time                    March 30, 2005 10 A.M., Seoul time.
2. Venue                             Auditorium, 20th floor/Shinhan Bank,  
    120, 2Ga, Taepyung-ro, Jung-gu, Seoul, Korea
3. Agenda
  - 1) Approval of balance sheet, income statement and statement of appropriation of retained earnings for the fiscal year 2004 (January 1, 2004 ~ December 31, 2004).
  - 2) Appointment of directors
  - 3) Appointment of Audit Committee members
  - 4) Approval of Limitation on Director Compensation
  - 5) Approval of stock option grant to the executives, department heads, and outside directors

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### REFERENCE DOCUMENT FOR THE EXERCISE OF THE VOTING RIGHT

1. NUMBER OF VOTING RIGHTS HELD BY ALL SHAREHOLDERS: 310,332,000 shares

\* The total number of our outstanding common stock is 319,319,011 shares as of December 31, 2004. Among this, 8,985,567 shares and 1,444 shares are held by Chohung Bank and Good Morning Shinhan Securities respectively. These shares do not have voting rights under the Financial Holdings Company Act of Korea, because both of Chohung Bank and Good Morning Shinhan Securities are our subsidiaries.

2. AGENDA ITEMS AND REFERENCE MATERIALS THEREOF:

AGENDA ITEM NO. 1. Approval of Financial Statements (balance sheets, income statements and statements of appropriation of retained earnings for fiscal year 2004 [January 1, 2004 ~ December 31, 2004])

- Please refer to Appendix 1 for financial statements of the Group

- Total Dividend Amount proposed by BOD

1) Common Stock: KRW 232,749 million (KRW 750 per share)

2) Preferred Stock: KRW 115,141 million

3) Total: KRW 347,890 million

## AGENDA ITEM NO. 2 Appointment of Directors

The candidates for Directors are as follows:

	NAME	TENURE	NEW APPOINTMENT
	Pyung Joo Kim	1 year	
Outside director candidates with professional expertise	Il Sup Kim	1 year	
	Sang Yoon Lee	1 year	
	Yoon Soo Yoon	1 year	
	Shee Yul Ryoo	1 year	0
	Byung Hun Park	1 year	
Outside director candidates	Dong Hyun Kwon	1 year	
	Young Hoon Choi	1 year	0
	Si Jong Kim	1 year	0
	Philippe Reynieix	1 year	

"Outside director candidates with professional expertise" means that these candidates have academic knowledge and professional experiences in such fields as economics, business administrations, accounting and laws.

For the personal profiles of the candidates, please refer to Appendix 2.

## AENDA ITEM NO. 3 Appointment of Audit Committee Members

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NAME	TENURE	CURRENT POSITION	NEW APPOINTMENT
Il Sup Kim	1 year	Outside Director	
Sang Yoon Lee	1 year	Outside Director	
Dong Hyun Kwon	1 year	Outside Director	
Si Jong Kim	1 year	-	0
Young Seok Choi	1 year	Non Executive Director	

Among the nominated outside director candidates, Il Sup Kim, Sang Yoon Lee, Dong Hyung Kwon and Si Jong Kim were recommended as candidates of the audit committee members of 2005 through the resolution of the audit committee meeting. Young Seok Choi, who is non-executive director with 3 year tenure appointed in 2004, was also nominated as a candidate for the audit committee member. For the personal profiles of the candidates, please refer to Appendix 2.

AGENDA ITEM NO. 4 Approval of Limitation on Director Compensation Limitation on the aggregate compensation to the directors: KRW4 billion in 2005

AGENDA ITEM NO. 5 Approval of Stock Option Grant to the Executives, Department Heads, and Outside Directors

A. Grant of Stock Options to Executives of Shinhan Financial Group and its Subsidiaries

1) Grantees: A total of 46 executives and officers of Shinhan Financial Group and its subsidiaries (Shinhan Bank, Chohung Bank, Good Morning Shinhan Securities, Shinhan Card, Shinhan Capital, and Shinhan Credit Information)

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- See A.8 below for details

2) Number of options to be granted:

Stock options to purchase 1,196,000 shares in total

3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decrees of the Securities Exchange Act

\* Determination of exercise price: Based on the arithmetic mean of the three trading volume-weighted averages of closing prices during the 2-month, 1-month and 1-week periods counting backwards from the grant date

4) Date of grant: March 30, 2005

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- 5) Exercise period: Exercisable during the 4 year period after the 3rd anniversary from the grant date.
- 6) Method of payment: Shinhan Financial Group will, at its option, choose between the following two methods
- to issue new shares at the exercise price; or
  - to pay the grantees cash in an amount to the difference between the market price of shares at the exercise date and exercise price.
- 7) Conditions for Exercise

(a) 50% of the volume granted

-Stock options are exercisable when both of the following two conditions are met.

[Condition1]

Shinhan Financial Group's shareholder return(as defined below) is greater than 90% of the "Big 3" stock index growth (as defined below)

\* Shinhan Financial Group's shareholder return =  $\frac{\{\text{Closing price of exercise date (Note.1)} + \text{Dividends per share paid between grant date and exercise date} - \text{Closing price of grant date (Note.2)}\}}{\{\text{Closing price of grant date}\}} \times 100$  (Note. 1, 2)

Closing price of the day of exercise and grant means the arithmetic mean of the three trading volume-weighted averages of closing prices during the 2-month, 1-month and 1-week periods counting backwards from the day of exercise and grant, as applicable.

\* "Big 3" stock index growth means the average growth rate of stock prices of the three major peer companies including Kookmin Bank, Hana Bank, and Worri Finance Holdings.

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[Condition2]

The sum of the net income of the relevant company (the company where the applicable executive or officer works) during the grant year and the following year should be greater than zero.

(b) The other 50% of the volume granted

- Exercisable volume shall be determined based on the achievement ROE targets of the relevant company during the grant year and the following year.

	1 (for the grant year)	2 (for the following year)
Number of stock options to be exercised (M)	Half of the 50% of the total volume granted	Half of the 50% of the total volume granted
Determination of	Number of shares (M) X (actual ROE/target ROE)	

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exercisable number

\* Exercisable number of shares can not exceed "(M)"

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8) Details of Stock Options Granted to Executives and Officers

COMPANY	TITLE	NAME	NO. OF SHARES
SFG	Chairman	Eung Chan Ra	100,000
	President & CEO	Young Hwi Choi	90,000
	Senior Exe. VP	Jae Woo Lee	20,000
	Senior Exe. VP	Chil Sun Hong	20,000
	Senior Exe. VP	Byung Jae Cho	20,000
	Senior Exe. VP	Baek Soon Lee	20,000
Shinhan Bank	President	Sang Hoon Shin	80,000
	Standing Auditor	Jao Ho Cho	20,000
	Dep. President	Gwang Lim Yoon	20,000
	Dep. President	Min Ky Han	20,000
	Dep. President	Do Heui Han	20,000
	Dep. President	Jin Won Suh	20,000
	Dep. President	Shin Keun Yang	20,000
	Dep. President	Sang Young Oh	20,000
	Dep. President	Hyu Won Lee	20,000
	Dep. President	Sang Woon Choi	20,000
	Dep. President	Eun Sik Kim	20,000
	President	Dong Soo Choi	80,000
	Standing Auditor	Jee Hong Yoo	20,000
	Dep. President	Bhang Gil Choi	20,000
	Dep. President	Hee Soo Kim	20,000

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Chohung Bank	Dep. President	Kwang Yub Chung	20,000
	Dep. President	Hong Hee Chae	20,000
	Dep. President	Yong Uk O	20,000
	Dep. President	Jeong Woo Chang	20,000
	Dep. President	Jae Yoo Kim	20,000
	Dep. President	In Joon Chaey	20,000
	Dep. President	Chang Seong Moon	20,000
	Dep. President	Sung Yoon Kim	20,000
Shinhan Card	President	Sung Kyun Hong	40,000
	Standing Auditor	Tea Kyu Lee	15,000
	Dep. CEO	Sung Won Kim	15,000
	Acting Dep. CEO	Woo Yeop Shim	12,000
	Acting Dep. CEO	Moon Han Kim	12,000
Good Morning Shinhan Securities	Vice Chairman	Woo Keun Lee	40,000
	CEO	Kang Won Lee	40,000
	Standing Auditor	Sung No Lee	15,000
	Deputy CEO	Hyeon Jae Han	15,000

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COMPANY	TITLE	NAME	NO. OF SHARES
	Deputy CEO	Chae Young Jung	15,000
	Deputy CEO	Seok Joong Kim	15,000
	Deputy CEO	Jin Kook Lee	15,000
	Deputy CEO	Yoo Shin Jung	15,000
Shinhan Capital	President	Dong Girl Lee	40,000
	Vice President	Sang Dae Kim	15,000
	Acting Vice President	Seung Keun Oh	12,000
Shinhan			

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Credit Information	CEO	Boem Seong Shin	15,000
Total			1,196,000

### B. Grant of Stock Options to Department Heads of Shinhan Financial Group and its Subsidiaries

1) Grantees: Department heads of Shinhan Financial Group and its subsidiaries

2) Number of options to be granted: Stock options to purchase up to 1,500,000 shares in total. Specific number of options granted to each individual will be determined in consideration of the evaluation results of the relevant individual as well as the company where such individual works.

\* The board of directors of Shinhan Financial Group has entrusted the CEO with the authority to decide the grantees and the numbers of options to be granted to each individual and the decision will be approved by the annual general shareholders' meeting on March 30, 2005.

3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decree of Securities Exchange Act

4) Date of grant: March 30, 2005

5) Exercise period: Exercisable during the 4 year period after the 3rd anniversary from the grant date.

6) Method of payment: Shinhan Financial Group will, at its option, choose between the following two methods  
- to issue new shares at the exercise price; or  
- to pay the grantees cash in an amount to the difference between the market price of shares at the exercise date and exercise price.

7) Conditions for Exercise

The sum of the net income of the relevant company (the company where the

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applicable employee works) during the grant year and the following year should be greater than zero.

### C. Grant of Stock Options to Outside Directors of Shinhan Financial Group

1) Grantees: 5 outside directors with professional expertise

\* The stock options will be granted to outside directors with professional expertise to be appointed at the general shareholders meeting on March 30, 2005.

2) Number of options to be granted: 10,000 shares for each, 50,000 shares in total

3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decree of Securities Exchange Act



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- 4) Date of grant: March 30, 2005
- 5) Exercise period: Exercisable during the 4 year period after the 3rd anniversary from the grant date.
- 6) Method of payment: Shinhan Financial Group will, at its option, choose between the following two methods
- to issue new shares at the exercise price; or
  - to pay the grantees cash in an amount to the difference between the market price of shares at the exercise date and exercise price.
- 7) Conditions for exercise
- Same as those for stock options granted to Executives.

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### APPENDIX 1. FINANCIAL STATEMENTS OF SHINHAN FINANCIAL GROUP

#### 1) BALANCE SHEETS

SHINHAN FINANCIAL GROUP CO., LTD AND SUBSIDIARIES  
 Non-Consolidated Balance Sheets  
 December 31, 2004 and December 31, 2003  
 (In million of KRW)

		Year 2004
		-----
<b>Assets</b>		
I.	Cash & Due from Banks	31,145
	1. Due from Banks	31,145
II.	Securities	8,262,439
	(1) Equity Securities Accounted for by the Equity Method	8,262,439
	1. Stocks	8,262,439
III.	Loans	1,749,955
	Allowance for Possible Loan Losses	(-) 8,794
	1. Loans in Won	1,550,000
	2. Loans in Foreign Currency	135,609
	3. Privately Placed Bonds	73,140
IV.	Fixed Assets	2,164
	(1) Premises and Equipment	1,302
	1. Vehicles	425
	Accumulated Depreciation	278
	2. Equipment	1,168
	Accumulated Depreciation	760
	3. Other	1,493
	Accumulated Depreciation	746
	(2) Intangible Assets	862
	1. Other	862
V.	Other Assets	26,949
	1. Guarantee Deposits	7,840
	2. Accounts Receivable	6,234
	3. Accrued Income	11,044
	4. Advance Payments	10
	5. Prepaid Expenses	12
	6. Prepaid Income Taxes	--

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7 . Sundry Assets	1,809
Total Assets	10,072,652

Liabilities

I. Borrowings	154,380
1. Borrowings in Won	50,000
2. Borrowings in Foreign Currency	104,380

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	Year 2004	
	-----	
II. Debentures		1,948,102
1. Debentures in Won	1,920,000	
Discounts	3,191	1,916,809
2. Debentures in Foreign Currency	31,314	
Discounts	21	31,293
III. Other Liabilities		222,561
1. Taxes Withheld		464
2. Dividends Payable		937
3. Accounts Payable		180,980
4. Accrued Expenses		14,627
5. Income Taxes Payable		25,329
6. Unearned Revenues		--
7. Accrued Severance Benefits	776	
Deposits with Insurance Company for Severance		
Benefits	552	224
Total Liabilities		2,325,043
Stockholders' Equity		
I. Capital Stock		2,083,118
1. Common Stock		1,596,595
2. Preferred Stock		486,523
II. Capital Surplus		3,718,623
1. Paid-in Capital in excess of Par Value		3,718,564
2. Other Capital Surplus		59
III. Retained Earnings		1,608,185
1. Legal Reserve		118,692
2. Retained Earnings Before Appropriation		1,489,493
IV. Capital Adjustment		337,683
1. Valuation Gain on Equity Securities		383,437
Accounted for by the Equity Method		
2. Valuation Loss on Equity Securities		
Accounted for by the Equity Method		(-) 53,932
3. Stock Options		8,178
Total Stockholders' Equity		7,747,609
Total Liabilities and Stockholders' Equity		10,072,652

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2) INCOME STATEMENTS

SHINHAN FINANCIAL GROUP CO., LTD AND SUBSIDIARIES  
 Non-Consolidated Statements of Income  
 Year ended December 31, 2004 and December 31, 2003  
 (In million of KRW)

		Year 2004	
		-----	
I.	Operating Revenues		1,224,147
(1)	Gain using the Equity Method of Accounting		1,108,952
(2)	Interest Income		114,264
	1. Interest on Due from Banks	640	
	2. Interest on Loans	102,213	
	3. Interest on Privately Placed Bonds	11,411	
(3)	Other Operating Revenues		931
	1. Reversal of Allowance for Possible Loan Losses	931	
II.	Operating Expenses		147,638
(1)	Loss using the Equity Method of Accounting		212
(2)	Interest Expenses		122,967
	1. Interest on Borrowings	8,522	
	2. Interest on Debentures	113,816	
	3. Other	629	
(3)	Commission Expenses		235
(4)	Selling and Administrative Expenses		24,224
	1. Salaries	13,363	
	2. Retirement Allowance	505	
	3. Employee Benefits	866	
	4. Rent	497	
	5. Entertainment	663	
	6. Depreciation	652	
	7. Amortization on Intangible Assets	111	
	8. Bad Debt	--	
	9. Taxes and Dues	835	
	10. Advertising	28	
	11. Commissions	3,600	
	12. Other	3,104	
III.	Operating Income		1,076,509
IV.	Non-Operating Income		18,989
	1. Gain on Foreign Currency Translation	18,141	
	2. Gain on Foreign Currency Transaction	8	

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		Year 2004	
		-----	
	3. Miscellaneous	840	
V.	Non-Operating Expenses		28,171
	1. Loss on Foreign Currency Translation	18,132	
	2. Loss on Foreign Currency Transaction	2	
	3. Loss on Sale of Equity Securities	--	

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4.	Loss on Available-for-Sale Securities	--	
5.	Contribution	13	
6.	Supplementary Payment of income taxes	10,024	
7.	Miscellaneous	--	
VI.	Ordinary Income		1,067,327
VII.	Extraordinary Gain or Loss		--
VIII.	Income Before Income Tax Expenses		1,067,327
IX.	Income Tax Expenses		17,032
X.	Net Income for the Period		1,050,295

### 3) STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS

NON-CONSOLIDATED STATEMENTS OF APPROPRIATIONS OF RETAINED EARNINGS  
Year ended December 31, 2004 and December 31, 2003  
(In million of KRW)

		Year 2004	
		-----	
I.	Retained Earnings Before Appropriation		1,489,493
	1. Unappropriated Retained Earnings carried over from prior years	504,585	
	2. Change in Retained Earnings of Subsidiaries	(-) 65,387	(-)
	3. Cumulative Effect of Change in Accounting Principles	--	(
	4. Net Income for the Period	1,050,295	
II.	Appropriation of Retained Earnings		452,920
	1. Legal Reserve	105,030	
	2. Dividends	347,890	
(1)	Cash Dividends on Common Stock	232,749	
(2)	Cash Dividends on Preferred Stock	115,141	
III.	Unappropriated Retained Earnings carried over to subsequent year		1,036,573

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#### APPENDIX 2.

#### PERSONAL PROFILES: CANDIDATES FOR DIRECTORS AND AUDIT COMMITTEE MEMBERS

##### YOUNG SEOK CHOI

1. Date of Birth: July 2, 1929
2. Current Position: President, C.Y.S. Ltd.
3. Education: BA in Commerce, Meiji University, Japan (1959)
4. Working Experience
  - Nov. 1993: President, C.Y.S. Ltd. (current), Founding Director, AERTH 21
  - Jun. 1993: Advisor to the Peace Unification Advisory Group
  - Feb. 1995: Director, Shinhan Bank
  - Mar. 2003: Director, Shinhan Financial Group (current)

##### PYUNG JOO KIM

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1. Date of Birth: February 6, 1939
2. Current Position: Visiting Professor, KDI School of Public Policy and Management
3. Education: Ph. D in Economics, Princeton University, U.S.A. (1976)
4. Working Experience
  - Sep. 1983: Dean, College of Commerce, Sogang University
  - Nov. 1990: Dean, Graduate School of Economics & Policies, Sogang University
  - Oct. 1999: Dean, Graduate School of International Studies, Sogang University
  - Mar. 2004: Professor Emeritus, Sogang University (current)

### IL SUP KIM

1. Date of Birth: July 1, 1946
2. Current Position: President, Kwangang Accounting Corporation
3. Education: Ph.D., Business Administration, Seoul National University (1991)
4. Working Experience
  - 1977~1981: Director of international affairs, KICPA
  - 1985~1993: Head of Seoul Consulting Inc., Samil Consulting & Research Inc. and Samil Coopers & Lybrand Consulting Inc.
  - 1990~1997: Member of the Advisory Committee on Accounting Establishment, Securities Supervisory Board
  - 1993~1994: Chairman of the Auditing Research Committee, KICPA
  - 1994~1998: Vice President of the KICPA in charge of international affairs
  - 1995: Vice president of the Korean Accounting Association
  - 1997~1998: Member of the Accounting Standards Deliberation Committee, Securities Supervisory Board
  - 2002~2004: Vice President of Ewha Womans University

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### SANG YOON LEE

1. Date of Birth: September 13, 1942
2. Current Position: Representative Director and President, Nongsim Ltd.
3. Education: BA in Commerce, Seoul National Univ. (1966)
4. Working Experience
  - Jul. 1968: Goldenbell Commerce
  - Jan. 1971: Lotte Industry Ltd. (currently Nongsim Ltd.)
  - Mar. 1978: Director, Nongsim Ltd.
  - Jan. 1986: Senior Executive Director, Head of Sales Division, Nongsim Ltd.
  - Sep. 1994: Representative Director and President, Nongsim Ltd.
  - Oct. 1997: Representative Director & Vice Chairman, Nongsim Ltd
  - Jan. 2001: Representative Director and President, Nongsim Ltd. (current)
  - Feb. 2001: Non-statutory Vice-Chairman, Korea Food Industry Association (current)

### YOON SOO YOON

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1. Date of Birth: March 5, 1946
2. Current Position: Chairman/CEO of FILA Korea Ltd.
3. Education: BA in Political Science & Diplomacy,  
Hankuk University of Foreign Studies (1974)
4. Working Experience
  - 1973 ~ 1975 A Shipping Public Corporation
  - 1975 ~ 1981 JC Penney
  - 1981 ~ 1984 Hwasung Co., Ltd (Export Director)
  - Mar. 1984 President of Care Line Corp. (current)
  - Jun. 1991 Chairman/CEO of FILA Korea Ltd.(current)

### SHEE YUL RYOO (NEW CANDIDATE)

1. Date of Birth: September 5, 1938
2. Current Position: Advisor, Shin & Kim
3. Education: LLB, Seoul National University (1961)
4. Working Experience
  - Jan. 1995: Vice President, Bank of Korea
  - Mar. 1997: President, Korea First Bank
  - Nov. 1999: Chairman, The Korea Federation of Banks
  - Apr. 2001: Steering Committee Member, Korea Center for International Finance (current)
  - Dec. 2002: Advisor, Shin & Kim (current)

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### BYUNG HUN PARK

1. Date of Birth: September 10, 1928
2. Current Position: Chairman, Daeseong Precisions Ltd (current)
3. Education: BA in Economics at Meiji University, Japan (1953)
4. Working Experience
  - Aug. 1982 Director, Shinhan Bank
  - Mar. 1985 President, HQ of Korean Residents' Union in Japan
  - Mar. 1985 Honorary Chairman, '88 Seoul Olympics Sponsor Group
  - Mar. 1989 Chairman, Daeseong Electronics Ltd (current)
  - Dec. 1989 President, Seongsang Co Ltd (current)
  - Mar. 1990 Statutory Advisor, HQ of Korean Residents' Union in Japan (current)
  - Jun. 1990 Honorary Chairman, Overseas Korean Representatives
  - Aug. 2001 Outside Director, Shinhan Financial Group (current)

### DONG HYUN KWON

1. Date of Birth: November 27, 1936
2. Current Position: Chairman, Aichi Commerce (current)
3. Education: Tsukyo Commercial High School(1954)
4. Working Experience
  - Apr. 1977 President, King Tour Ltd.
  - Jun. 1984 Director, Aichi Commerce
  - Aug. 1986 President, Douwa tour Ltd. Japan
  - 1991 Advisor to the Peace Unification Advisory Group
  - 1991 Vice-Chairman, Korean Motherland Investment Association
  - Jun. 1993 Advisor, Aichiken Korean Commerce Chamber
  - Feb. 1997 Outside Director, Shinhan Bank
  - Jun. 2000 Chairman, Aichi Commerce (current)



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registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SHINHAN FINANCIAL GROUP CO., LTD.

By /s/ Byung Jae Cho

-----  
Name: Byung Jae Cho  
Title: Chief Financial Officer

Date: March 11, 2005