

SHINHAN FINANCIAL GROUP CO LTD

Form 20-F

June 30, 2004

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As filed with the Securities and Exchange Commission on June 30, 2004

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

Form 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- or**
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2003
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number: -

Shinhan Financial Group Co., Ltd.

(Exact name of registrant as specified in its charter)

N/A
(Translation of registrant's name into English)

The Republic of Korea
(Jurisdiction of incorporation or organization)

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

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

Title of each class:

Name of each exchange on which registered:

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

New York Stock Exchange
New York Stock Exchange

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

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

None

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

None

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

264,527,921 shares of common stock, par value of Won 5,000 per share

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

Yes No

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

Item 17 Item 18

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EXPLANATORY NOTE

On August 19, 2003, we acquired 80.04% of the outstanding common shares of Chohung Bank. In December 2003, our ownership increased to 81.15% following our additional capital injection of W 200 billion. In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. See Item 4. Information on the Company Our Acquisition of Chohung Bank . We plan to delist Chohung Bank from the Korea Stock Exchange in the near future. However, we will not combine or merge the operations of Chohung Bank with those of our other principal banking subsidiary, Shinhan Bank, for a period of three years following the acquisition. Our consolidated financial statements as of and for the year ended December 31, 2003 include Chohung Bank as of and for the period from September 1, 2003 to December 31, 2003. Unless otherwise indicated, the income statement information and other data relating to the results of operations of Chohung Bank in 2003 refer to the results of operations of Chohung Bank for the period from September 1, 2003 to December 31, 2003. However, in those areas where we have not fully integrated the operations of Chohung Bank into ours, such as risk management, we have presented information about Chohung Bank separately from information about the rest of our group.

CERTAIN DEFINED TERMS, CONVENTIONS AND CURRENCY OF PRESENTATION

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

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

In this document, unless otherwise indicated, all references to Won or W are to the currency of the Republic, and all references to U.S. Dollars , Dollars , \$ or US\$ are to the currency of the United States of America. Unless otherwise indicated, all translations from Won to Dollars were made at W 1,192.00 to US\$1.00, which was the noon buying rate in The City of New York for cable transfers in Won per US\$1.00 as certified for customs purposes by the Federal Reserve Bank of New York (the Noon Buying Rate) on December 31, 2003. On June 25, 2004, the Noon Buying Rate was W 1,150.00 = US\$1.00. No representation is made that the Won or U.S. Dollar amounts referred to in this report could have been or could be converted into Dollars or Won, as the case may be, at any particular rate or at all.

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

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

FORWARD LOOKING STATEMENTS

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

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

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. All forward-looking statements are management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. This document discloses, under the caption "Item 3. Key Information - Risk Factors" and elsewhere, important factors that could cause actual results to differ materially from our expectations ("Cautionary Statements"). Included among the factors discussed under the caption "Item 3. Key Information - Risk Factors" are the following risks related to our business, which could cause actual results to differ materially from those described in the forward-looking statements: the risk of adverse impacts from an economic downturn; increased competition; market volatility in securities and derivatives markets, interest or foreign exchange rates or indices; other factors impacting our operational plans; or legislative or regulatory developments.

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

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

Table of Contents**Item 1. Identity of Directors, Senior Management and Advisers****DIRECTORS AND SENIOR MANAGEMENT**

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

Executive Directors

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

Non-Executive Directors

Name	Position
<i>In Ho Lee</i>	Non-Executive Director
<i>Yong Woong Yang</i>	Non-Executive Director
<i>Young Seok Choi</i>	Non-Executive Director; Audit Committee member; Compensation Committee member
<i>Pyung Joo Kim</i>	Outside Director; Board Steering Committee member; Head of Risk Management Committee
<i>Sang Chul Lee</i>	Outside Director; Compensation Committee member
<i>Il Sup Kim</i>	Outside Director; Head of Audit Committee; Compensation Committee member
<i>Sang Yoon Lee</i>	Outside Director; Audit Committee member; Compensation Committee member
<i>Yoon Soo Yoon</i>	Outside Director; Head of Compensation Committee; Risk Management Committee member; Board Steering Committee member
<i>Byung Hun Park</i>	Outside Director; Board Steering Committee member
<i>Moon Pil Oh</i>	Outside Director; Audit Committee member
<i>Dong Hyun Kwon</i>	Outside Director; Audit Committee member
<i>Young Soo Lee</i>	Outside Director
<i>Philippe Reynieix</i>	Outside Director; Risk Management Committee member

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

Table of Contents**Executive Officers**

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

Name	Position
<i>Bhang Gil Choi</i>	Senior Executive Vice President of Integration Coordination Team I and II (Responsible for Chohung Bank's operational integration and related issues)
<i>Chil Sun Hong</i>	Senior Executive Vice President of Subsidiary Management Team II, Public Relations Team and Audit & Compliance Team
<i>Hee Soo Kim</i>	Senior Executive Vice President of Subsidiary Management Team I and Integration Coordination Team I
<i>Byung Jae Cho</i>	Chief Financial Officer and Senior Executive Vice President of Planning & Financial Management Team and Investor Relations Team
<i>Baek Soon Lee.</i>	Senior Executive Vice President of General Services Team, Information & Technology Planning Team and Integration Coordination Team II

ADVISERS

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

AUDITORS

Our independent auditor for the consolidated financial statements prepared under accounting principles generally accepted in the United States of America, or U.S. GAAP, for the years ended December 31, 2001, 2002 and 2003 was as follows.

Name	Address	Membership in Professional Bodies
Samil PricewaterhouseCoopers	Kukje Center Building 15th Floor 191 Hangangro 2ga, Yongsangu, Seoul, Korea	Korean Institute of Certified Public Accountants

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Table of Contents**Item 3. Key Information****SELECTED FINANCIAL DATA****Selected Consolidated Financial and Operating Data Under U.S. GAAP**

The selected consolidated financial data set forth below for the years ended December 31, 2001, 2002 and 2003 and as of December 31, 2001, 2002 and 2003 have been derived from our consolidated financial statements which have been prepared in accordance with U.S. GAAP.

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

Consolidated Income Statement Data

	Year Ended December 31,			
	2001	2002	2003	2003
	(In billions of Won and millions of US\$, except per common share data)			
Interest and dividend income	W 3,694	W 3,735	W 5,331	\$4,472
Interest expense	2,439	2,305	2,998	2,515
Net interest income	1,255	1,430	2,333	1,957
Provision for loan losses	411	236	1,011	848
Provision for guarantees and acceptances	(6)	10	(46)	(38)
Noninterest income	632	1,037	1,118	938
Noninterest expense	828	1,302	1,937	1,625
Income tax expense	223	320	248	208
Minority interest	(1)	10	26	21
Extraordinary gain and cumulative effect of a change in accounting principle, net of taxes(1)	64			
Net income	W 496	W 589	W 275	\$ 231
Net income per common shares (in currency unit):				
Net income basic(2)	W 1,948	W 2,246	W 994	\$ 0.83
Net income diluted(3)	1,663	2,243	984	0.83
Weighted average common shares outstanding basic (in thousands of common shares)	254,680	262,480	262,987	
Weighted average common shares outstanding diluted (in thousands of common shares)	299,215	262,812	279,745	

Notes:

- (1) Includes W (196) million of cumulative effect of accounting change, net of taxes in 2001.
- (2) Basic earnings per share are calculated by dividing the net income available to common stockholders by the weighted average number of common shares issued and outstanding for the period.

- (3) Diluted earnings per share are computed in a manner consistent with that of basic earnings per share, while giving effect to the potential dilution that could occur if convertible securities, options or other contracts to issue common stock were converted into or exercised for common stock. We have three categories of potentially dilutive common shares: (i) shares issuable on exercise of stock option, (ii) shares issuable on bond with warrants and (iii) shares issuable on conversion of preferred shares.

Table of Contents**Consolidated Balance Sheet Data**

	As of December 31,			
	2001	2002	2003	2003
	(In billions of Won and millions of US\$, except per common share data)			
Assets				
Cash and cash equivalents	W 580	W 282	W 1,897	\$ 1,591
Restricted cash	678	1,365	3,662	3,072
Interest-bearing deposits in banks	255	125	409	343
Call loans and securities purchased under resale agreements	1,816	576	1,898	1,592
Trading assets:				
Trading securities and other	858	926	2,857	2,397
Derivatives assets	98	139	520	437
Securities:				
Available-for-sale securities	7,087	8,737	18,099	15,183
Held-to-maturity securities	6,038	4,408	3,605	3,024
Loans (net of allowance for loan losses of W 720 billion in 2001, W 996 billion in 2002 and W 3,631 billion in 2003)	32,997	44,139	91,791	77,006
Customers' liability on acceptances	1,566	928	2,365	1,984
Premises and equipment, net	530	828	2,003	1,680
Goodwill and intangible assets	4	219	1,676	1,406
Security deposits	390	466	966	811
Other assets	2,205	1,648	4,601	3,861
	<u>W 55,102</u>	<u>W 64,786</u>	<u>W 136,349</u>	<u>\$ 114,387</u>
Liabilities and Stockholders' Equity				
<i>Liabilities:</i>				
<i>Deposits:</i>				
Interest-bearing	W 31,036	W 35,886	W 82,161	\$ 68,927
Non-interest-bearing	1,184	1,163	1,328	1,114
Trading liabilities	119	131	513	430
Acceptances outstanding	1,566	928	2,365	1,984
Short-term borrowings	5,759	6,994	11,204	9,400
Secured borrowings	4,088	4,706	6,316	5,299
Long-term debt	4,876	8,235	21,218	17,800
Accrued expenses and other liabilities	3,562	3,193	6,555	5,499
	<u>52,190</u>	<u>61,236</u>	<u>131,660</u>	<u>110,453</u>
Minority interest	2	288	583	489
Redeemable convertible preferred stock			711	597
<i>Stockholders' equity:</i>				
Common stock	1,462	1,462	1,472	1,235
Additional paid-in capital	1,041	1,048	1,073	900
Retained earnings	638	1,077	1,189	997
Accumulated other comprehensive income, net of taxes	164	70	58	49
Less: treasury stock, at cost	(395)	(395)	(397)	(333)

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Total stockholders equity	2,910	3,262	3,395	2,848
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total liabilities, minority interest, redeemable convertible preferred stock and stockholders equity	W55,102	W64,786	W136,349	\$114,387
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Table of Contents*Dividends*

	Year Ended December 31,				
	1999(1)	2000(1)	2001(2)	2002(3)	2003(3)
(In Won and US\$, except ratios)					
U.S. GAAP:					
Cash dividends per common stock:(4)					
In Korean Won	N/A	N/A	W 750	W 600	W 600
In U.S. dollars	N/A	N/A	\$0.63	\$0.50	\$0.50
Cash dividends per preferred stock					
In Korean Won	N/A	N/A	N/A	N/A	W 135.12
In U.S. dollars	N/A	N/A	N/A	N/A	\$0.11
Stock dividends per common stock(4)					
Korean GAAP:					
Cash dividends per common stock:(5)					
In Korean Won	W 400	W 750	W 600	W 600	W 600
In U.S. dollars	\$0.34	\$0.63	\$0.50	\$0.50	\$0.50
Dividend ratio(6)	8.00%	15.00%	12.00%	12.00%	12.00%
Cash dividends per preferred stock:					
In Korean Won	N/A	N/A	N/A	N/A	W 857
In U.S. dollars	N/A	N/A	N/A	N/A	\$0.72
Dividend ratio(6)	N/A	N/A	N/A	N/A	17.14%
Stock dividends per common stock(5)					

N/A = not available.

Notes:

- (1) Represents dividends declared on common stock of Shinhan Bank for the periods indicated.
- (2) Under U.S. GAAP, represents dividends declared on common stock of Shinhan Financial Group for the year ended December 31, 2000. Under Korean GAAP, represents dividends accrued in the period to which relates for the year ended December 31, 2001.
- (3) Represents dividends declared on common stock of Shinhan Financial Group for the year ended December 31, 2002 and 2003.
- (4) Represents dividends declared on common stock of Shinhan Financial Group in 2001 and 2002.
- (5) Represents dividends accrued in the period to which Shinhan Bank relates for 1999 and 2000, represents dividends accrued in the period to which Shinhan Financial Group relates for the year ended December 31, 2001, and represents dividends declared on common stock of Shinhan Financial Group in 2002 and 2003. In connection with our holding company restructuring in 2001, common stock of Shinhan Bank was exchanged for common stock of Shinhan Financial Group on a 1:1 ratio.
- (6) Dividends declared and paid as a percentage of par value of W 5,000 per share.

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

	Year Ended December 31,		
	2001	2002	2003
	(Percentages)		
Net income as a percentage of:			
Average total assets(1)	0.94%	0.94%	0.27%
Average stockholders' equity(1)(2)	16.14	15.99	8.83
Including redeemable convertible preferred stock(3)	N/A	N/A	8.15
Including redeemable convertible preferred stock and redeemable preferred stock(3)	N/A	N/A	8.24
Dividend payout ratio(4)	38.91	25.59	57.20
Net interest spread(5)	2.28	2.39	2.48
Net interest margin(6)	2.66	2.58	2.65
Efficiency ratio(7)	43.88	52.78	56.49
Cost-to-average assets ratio(8)	1.57	2.08	2.04
Equity to average asset ratio(9):	5.84	5.89	3.24
Including redeemable convertible preferred stock(3)	N/A	N/A	3.51
Including redeemable convertible preferred stock and redeemable preferred stock(3)	N/A	N/A	4.04

N/A = Not applicable.

Notes:

- (1) Average balances are based on (a) daily balances for Shinhan Bank, Chohung Bank and Jeju Bank and (b) quarterly balances for other subsidiaries.
- (2) Does not include the redeemable preferred stock or the redeemable convertible preferred stock described below.
- (3) As consideration for our acquisition of Chohung Bank, on August 18, 2003, we issued to the Korea Deposit Insurance Corporation (i) 46,583,961 shares of our Redeemable Preferred Stock and (ii) 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 13.27% of our common shares as of December 31, 2002. Pursuant to the terms of the Redeemable Preferred Stock issued to Korea Deposit Insurance Corporation, we are required to redeem such shares in five equal annual installments commencing three years from the date of issuance. These Redeemable Preferred Stock are treated as debt under U.S. GAAP. Pursuant to the terms of the Redeemable Convertible Preferred Stock, we are required to redeem the full amount of such shares outstanding five years from the date of issuance to the extent not converted into our common shares. Each share of Redeemable Convertible Preferred Stock is convertible into one share of our common stock. The dividend ratios on the Redeemable Preferred Stock and the Redeemable Convertible Preferred Stock are 4.04% and 2.02%, respectively. In August 2003, we also raised W 900 billion in cash through the issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose vehicle. These redeemable preferred shares have terms that are different from the redeemable preferred shares issued to Korea Deposit Insurance Corporation. We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010. See Item 4. Information on the Company Our Acquisition of Chohung Bank Liquidity and Capital Resources and Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock .
- (4) Represents the ratio of total dividends declared on common stock as a percentage of net income.

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

	Year Ended December 31,		
	2001	2002	2003
	(In billions of Won, except percentages)		
Non-interest expense(A)	W 828	W 1,302	W 1,953
<i>Divided by</i>			
The sum of net interest income and noninterest income(B)	1,887	2,467	3,501
Net interest income	1,255	1,430	2,334
Noninterest income	632	1,037	1,167
Efficiency ratio ((A) as a percentage of(B))	43.88%	52.78%	55.78%

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

Asset Quality Ratios

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

Notes:

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

Table of Contents**Capital Ratios**

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

N/A = not applicable.

Notes:

- (1) We were restructured as a financial holding company on September 1, 2001 and became subject to minimum capital requirements as reflected in the requisite capital ratio. Under the guidelines issued by the Financial Supervisory Commission applicable to financial holding companies, we, at the holding company level, are required to maintain a minimum requisite capital ratio of 100%. Requisite capital ratio represents the ratio of net aggregate amount of our equity capital to aggregate amounts of requisite capital (all of which are described in Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Capital Adequacy). This computation is based on our consolidated financial statements in accordance with Korean GAAP.
- (2) Shinhan Bank's capital adequacy ratios are computed in accordance with the guidelines issued by the Financial Supervisory Commission, which was revised as of December 31, 2002 to take into account market risk as well as credit risk. The capital ratios as of December 31, 2002 were calculated using these revised guidelines. Under these guidelines, Shinhan Bank is required to maintain a minimum capital adequacy ratio of 8%. Applying the previous calculation, which only takes into account credit risks, Shinhan Bank's total capital adequacy ratio as of December 31, 2001, 2002 and 2003 were 12.02%, 10.91% and 10.59%, respectively. This computation is based on Shinhan Bank's consolidated financial statements prepared in accordance with Korean GAAP. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Capital Adequacy.
- (3) Chohung Bank's capital adequacy ratios are computed in accordance with the guidelines issued by the Financial Supervisory Commission, which was revised in 2002 to take into account market risk as well as credit risk. The capital ratios as of December 31, 2003 were calculated using these revised guidelines. Under these guidelines, Chohung Bank is required to maintain a minimum capital adequacy ratio of 8%. Applying the previous calculation, which only takes into account credit risks, Chohung Bank's total capital adequacy ratio as of December 31, 2003 was 8.89%. This computation is based on the Chohung Bank's consolidated financial statements prepared in accordance with Korean GAAP. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Capital Adequacy.
- (4) Represents the ratio of total adjusted shareholders' equity to total adjusted assets and is computed in accordance with the guidelines issued by the Financial Supervisory Commission for credit card companies. Under these guidelines, Shinhan Card, which was established on June 4, 2002, is required to maintain a minimum adjusted equity capital ratio of 8%. This computation is based on Shinhan Card's nonconsolidated financial statements prepared in accordance with Korean GAAP.

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

Year Ended December 31,	At End of Period	Average(1)	High	Low
		(Won per US\$1.00)		
1999	1,136.00	1,189.80	1,243.00	1,125.00
2000	1,267.00	1,130.90	1,267.00	1,105.50
2001	1,313.50	1,292.00	1,369.00	1,234.00
2002	1,186.30	1,250.31	1,332.00	1,160.60
2003	1,192.00	1,192.08	1,262.00	1,146.00
2004 (through June 25)	1,150.00	1,168.00	1,195.10	1,141.40
January	1,165.00	1,183.35	1,195.10	1,172.00
February	1,193.70	1,167.53	1,180.00	1,152.20
March	1,252.00	1,166.59	1,179.00	1,146.70
April	1,215.50	1,152.86	1,173.60	1,141.40
May	1,165.00	1,177.88	1,191.00	1,165.00
June (through June 25)	1,150.00	1,159.87	1,164.80	1,150.00

Note:

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

We have translated certain amounts in Korean Won, which appear in this document, into dollars for convenience. This does not mean that the Won amounts referred to could have been, or could be, converted into dollars at any particular rate, the rates stated above, or at all. All translations from Won to dollars are based on the Noon Buying Rate in effect on December 31, 2003, which was W 1,192.00 to US\$1.00. The exchange rates used for convenience translations differ from the actual rates used in the preparation of our consolidated financial statements.

Table of Contents**RISK FACTORS**

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

Risks Relating to Our Banking Business

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

Our loans to small- and medium-sized enterprises meeting the definition of such enterprises under the Basic Act on Small- and Medium-sized Enterprises and its Presidential Decree increased from W 11,690 billion as of December 31, 2001 to W 14,649 billion as of December 31, 2002 and to W 38,055 billion as of December 31, 2003. These balances represent 34.7%, 32.5% and 40.0%, respectively, of our total loan portfolio as of December 31, 2001, 2002 and 2003. For a definition of small- and medium-sized enterprises, see Item 4. Information on the Company Business Overview Our Principal Activities Corporate Banking Services Small- and medium-sized Enterprises Banking . Non-performing loans to small- and medium-enterprises as described above were W 222 billion as of December 31, 2001, W 159 billion as of December 31, 2002 and W 605 billion as of December 31, 2003, representing 1.90%, 1.09% and 1.59% of our total loans to small- and medium-sized enterprises as of December 31, 2001, 2002 and 2003.

Since 2002, the industry-wide delinquency ratios for loans to small- and medium-sized enterprises have been rising under Korean GAAP. According to data compiled by the Financial Supervisory Service, the delinquency ratio (net of charge-offs, which has also increased significantly) for loans by Korean banks to small- and medium-sized enterprises increased from 1.65% as of December 31, 2001 to 2.19% as of December 31, 2003. The delinquency ratio for loans to small- and medium-sized enterprise is calculated as the ratio of (1) the outstanding balance of such loans in respect of which either principal payments are overdue by one day or more or interest payments are over due by 14 days or more (if prior interest payments on a loan were made late on more than three occasions, in which case the loan is considered delinquent if interest payments are overdue by one day or more) to (2) the aggregate outstanding balance of such loans. Shinhan Bank's delinquency ratio for such loans increased from 1.36% as of December 31, 2001 to 1.75% as of December 31, 2003 and Chohung Bank's delinquency ratio for such loans increased from 1.60% as of December 31, 2001 to 3.49% as of December 31, 2003. These delinquencies may rise further in 2004 compared to 2002 and 2003. In 2002 and 2003, under Korean GAAP, Shinhan Bank charged off loans to small- and medium-sized enterprises of W 43 billion and W 36 billion, respectively, while Chohung Bank charged off loans to small- and medium-sized enterprises of W 49 billion and W 73 billion, respectively. In addition, Chohung Bank sold loans to small- and medium-sized enterprises of W 28 billion in 2002. No such sales were made in 2003. Shinhan Bank did not sell any of its loans to small- and medium-sized enterprises in 2002 and 2003. Absent these charge-offs and loan sales, the delinquency ratios would have been higher.

We, in particular Chohung Bank, have increased significant exposure to the real estate, leasing and service industry as it presented significant growth opportunities in recent years. Our loans to the real estate, leasing and service industry increased from W 4,552 billion, or 8.99% of total corporate loans (Shinhan Bank and Chohung Bank combined), as of December 31, 2002 to W 6,132 billion, or 11.34% of total corporate loans, as of December 31, 2003. In addition, our loans to the hotel and leisure industry as of December 31, 2003 aggregated W 1,977 billion, or 3.66% of total corporate loans. However, the real estate, leasing and service industry and the hotel and leisure industry have been experiencing significant difficulties recently resulting in higher delinquencies and impairment. As of December 31, 2003, under Korean GAAP, the delinquency ratios for loans to the real estate, leasing and service industry were 3.97% for Chohung Bank and 1.38% for Shinhan Bank, in each case net of charge-offs and loan sales. As of December 31, 2003, under Korean GAAP, the delinquency ratios for loans to the hotel and leisure industry were 5.06% for Chohung Bank and 1.59% for Shinhan Bank, in each case net of charge-offs and loan sales. A continued deterioration in

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asset quality of loans to this industry sector may materially and adversely affect our financial condition and results of operations.

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

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

In recent years credit card and other consumer lending, including lending to small unincorporated businesses, in Korea have experienced significant growth as a result of government policies and a greater focus on these sectors by commercial banks and credit card companies. This growth, however, has led to industry-wide declines in overall credit quality, with increased delinquencies, provisions and charge-offs, as a result of, among other things, weak economic conditions as well as an increase in unemployment. The unemployment rate in Korea has increased from 2.8% as of June 30, 2002 to 3.3% as of June 30, 2003 and to 3.6% as of March 31, 2004.

Our total consumer portfolio is comprised of three principal product types, namely mortgage and home equity loans, credit cards and other consumer loans (which include principally unsecured consumer loans). Over the past two years, our delinquency ratio for total consumer loans increased from 2.68% to 3.95%. The amount of credit card loans has increased from W 2,763 billion as of December 31, 2002 to W 6,112 billion as of December 31, 2003. In addition, our other consumer loans have increased from W 4,962 billion as of December 31, 2002 to W 14,580 billion as of December 31, 2003. While the bulk of these increases resulted from our acquisition of Chohung Bank, the underlying portfolio growth at both Shinhan Bank and Chohung Bank has resulted in increasing delinquencies in this portion of our portfolio. The credit card and other consumer loan sectors continue to experience credit quality problems and there can be no assurance that a continuation of these problems will not have a material adverse effect on our results of operations.

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

Borrowers' houses, other real estate or securities secure substantial portions of our loans. As of December 31, 2003, the secured portion of Won-denominated loans of Shinhan Bank amounted to W 24,049 billion, or 64.9% of such loans, and the secured portion of Won-denominated loans of Chohung Bank amounted to W 14,530 billion, or 43.6% of such loans under Korean GAAP. No assurance can be given that the collateral value may not materially decline in the future. Until recently, it was Shinhan Bank's general policy to lend up to 50%-70% of the appraised value of collateral, which appraisal value we believe was, in general, lower than the market value. Chohung Bank's policy is to lend up to the estimated recovery value of the collateral, which Chohung Bank calculates based on the value of collateral published by the courts as recovered through court-approved auctions and further adjusted to take into account the existence of any lien or other security interest that is prior to Chohung Bank's security interest. We believe that such estimated recovery value of the collateral is in general, lower than the market value. However, downturns in the real estate market as well as decreases in the value of securities collateral in the past have resulted at times in the principal amount of a number of loans exceeding the value of the underlying collateral. Declines in the value of securities and/or real estate prices in Korea that result in shortfalls in collateral values to loan amounts would require us to increase loan loss provisions and may have a material adverse effect on us. For a description of our collateral valuation policy, see Item 4. Information on the Company Description of Assets and Liabilities Risk Management Credit Risk Management of Shinhan Bank Credit Evalua-

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tion and Approval Consumer Loans and Item 4. Information on the Company Business Overview Our Principal Activities Retail Banking Services Consumer Lending Activities .

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

We may not be able to sustain the rate of growth in our mortgage and home equity lending.

Over the past three years mortgage and home equity lending was the largest contributor to the growth of our lending business. Our mortgage and home equity lending grew from W 2,376 billion at December 31, 2000 to W 11,539 billion at December 31, 2002 and to W 20,517 billion at December 31, 2003. Such increase represents 26.9% of the overall increase in our loan portfolio over that period. Of our total consumer loan portfolio, 56.4%, 59.9% and 49.8%, respectively, was attributable to mortgage and home equity lending as of December 31, 2001, 2002 and 2003. The volume of such lending is significantly dependent on competitive conditions, real estate prices, interest rate levels and government policies affecting these markets. There can be no assurance that these factors will support continued significant growth of our mortgage and home equity lending business.

Government regulation of our consumer and credit card operations has increased significantly which may materially and adversely affect our credit card and consumer operations.

Due to the rapid increase in consumer debt in Korea in recent years, the Korean government has adopted a series of regulations designed to restrain the rate of growth in, and delinquencies of, cash advances, credit card loans and credit card usage generally and to strengthen the reporting of, and compliance with, credit quality indexes. In March 2002, the Financial Supervisory Commission imposed sanctions, ranging from warnings and administrative fines to partial business suspensions, on substantially all Korean credit card issuers as a result of alleged unlawful or unfair practices discovered during its industry-wide inspection. In March 2002, Chohung Bank was given a warning by the Financial Supervisory Commission for issuing credit cards to underaged customers. In late 2002, the Korean government enacted a number of changes to the laws governing the reporting by credit card issuers. In particular, the Financial Supervisory Commission and the Financial Supervisory Service began to apply, and then subsequently increased, the minimum allowance required, stated as a certain percentage of outstanding balance, under the rules and guidelines issued by the Financial Supervisory Commission and the Financial Supervisory Service. This calculation is performed on a Korean GAAP basis and does not affect our U.S. GAAP provisioning policy. See Item 5. Operating and Financial Review and Prospects Reconciliation with Korean Generally Accepted Accounting Principles . In addition, the Financial Supervisory Commission and the Financial Supervisory Service have announced a number of changes to the rules governing the reporting of credit card balances (determined on a Korean GAAP basis), as well as the procedures governing which persons may receive credit cards. The Korean government has also revised the calculation formula for capital adequacy ratios and delinquency ratios applicable to credit card companies, imposing sanctions against credit card companies with capital adequacy ratios of 8% or below and/or delinquency ratios of 10% or above. As of December 31, 2003, Shinhan Card s adjusted equity capital ratio was 13.78% and its delinquency ratio (as reported to the Financial Supervisory Service) was 7.01%. In October 2003, the Financial Supervisory Commission announced proposed changes to the calculation of delinquency ratios, to include charged-off and securitized balances, which, if adopted, will result in a significant increase in delinquency ratios reported by credit card issuers. This may heighten public concern regarding the financial health of credit card companies and potentially exacerbate the liquidity problems experienced by credit card companies. The Korean government may also adopt further regulatory changes in the future that affect the credit card industry, which in turn may adversely affect our credit card

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operations. See Item 4. Information on the Company Business Overview Our Principal Activities Credit Card Services .

In the consumer loan sector, the Korean government enacted a number of changes to laws governing retail lending volumes, including the lowering of maximum loan-to-value ratio of mortgage and home equity loans to 60%, and in certain cases to 40%. We believe that the Korean government will continue to announce regulatory changes restricting the growth of consumer loans, in particular, mortgage and home equity lending.

These regulations may significantly reduce the level of credit card accounts and mortgage and home equity loans that may be made in the future. The growth and profitability of our consumer lending and credit card operations may suffer materially as a result of these enforcement activities and regulations and proposed regulations.

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

LG Card, one of Korea's largest credit card companies, has been experiencing significant liquidity and asset quality problems. In November 2003, the creditor banks of LG Card (including Shinhan Bank and Chohung Bank) agreed to provide a new W 2 trillion credit facility, secured by credit card receivables, to enable LG Card to resume its operations. Our portion of this commitment was W 216.7 billion, consisting of W 113.7 billion for Shinhan Bank and W 103 billion for Chohung Bank. The maturity of this credit facility was extended to December 2005. The chairman of LG Group pledged his personal stake in LG Corporation, the holding company for the LG Group, LG Investment & Securities and LG Card as collateral to offset future losses of LG Card.

After the failure to auction LG Card to a buyer in December 2003, the principal creditors of LG Card tentatively agreed to a rescue plan in January 2004 under which the Korea Development Bank would acquire a 25% (subsequently adjusted to 26%) interest in LG Card and the other creditors would collectively acquire a 74% (subsequently adjusted to 73%) ownership interest following the completion of several debt-to-equity swaps contemplated for 2004. In addition, the creditors agreed to form a normalization steering committee for LG Card to oversee LG Card's business operations. An extraordinary shareholders' meeting of LG Card was held in March 2004 and a new chief executive officer as well as directors nominated by the normalization steering committee were elected. In February 2004, the creditors exchanged indebtedness of W 954 billion (including our portion of W 77.5 billion) for shares constituting 54.8% of the outstanding share capital of LG Card. LG Group also funded an additional W 800 billion to LG Card (in addition to a W 200 billion capital contribution made in December 2003). In May 2004, LG Card completed a capital write-down of 97.7% of its outstanding common stock, which included the W 954 billion converted into equity by the creditors in February 2004 (including our portion of W 77.5 billion). The creditors plan to convert an additional W 954 billion of indebtedness into equity of LG Card (including our portion of W 77.5 billion). The creditors also extended W 1.59 trillion of new loans to LG Card (including our portion of W 154.4 billion), which will subsequently be converted into equity. In addition, in March 2004, the LG Group and the Korea Development Bank provided additional liquidity of W 375 billion and W 125 billion, respectively. Following all such debt-to-equity conversions, we expect to own a 9.0% equity interest in LG Card and have W 484.5 billion of credit exposure outstanding to LG Card, consisting of W 245.3 billion in loans, W 200.4 billion in asset-backed securities and W 38.8 billion in debt securities.

As of December 31, 2003, our total exposure to LG Card was W 312 billion, including W 292 billion of loans and W 20 billion of debt securities. We made an allowance for loan losses of W 90 billion for the loans. In addition, as of such date, we had approximately W 30 billion of aggregate exposure to LG Card in our guaranteed trust accounts of Shinhan Bank and Chohung Bank, with respect to which we may experience further losses. As a result of the deteriorating financial condition of LG Card, we recorded loan loss provisions of W 40 billion and recognized securities impairment losses of W 74 billion in respect of our exposures to LG Card. In addition, we also had exposure in the form of senior asset-backed securities in the amount of W 153.2 billion, whose underlying assets consist of credit card assets of LG Card. In connection with the

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LG Card rescue plan, Shinhan Bank transferred W 10 billion of exposure in its performance-based trust account to the bank account in January 2004 and Chohung Bank also transferred W 30 billion of exposure in its performance-based trust account to the bank account in February 2004, resulting in an increase in our total exposure to LG Card in the first quarter of 2004.

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

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

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

Adverse developments in the credit card industry in recent years such as industry-wide increases in delinquencies and resulting increases in provisioning for loan losses have had a negative impact on investors' perception of credit card companies in the Korean corporate debt market, thereby significantly limiting the ability of credit card companies to obtain financing through issuances of debt securities. According to a press release issued by the Financial Supervisory Commission, the average industry-wide delinquency ratio (defined as ratio of credit card balances that are delinquent for more than 30 days over total outstanding balances) of credit card companies in Korea was approximately 14.31% as of December 31, 2003. As a result, Korean credit card companies have been experiencing significant financial and liquidity difficulties. As of March 31, 2004, such delinquency ratio was reported to have decreased to 12.18%. As of December 31, 2003, we held debt securities issued by credit card companies (including through asset-backed securitization) in the aggregate principal amount of W 314 billion in our investment portfolio.

In light of the financial market instability in Korea resulting from the liquidity problems faced by credit card companies during the first quarter of 2003, the Korean government announced temporary measures in April 2003 intended to provide liquidity support to credit card companies. These measures included, among other things:

a request by the government for credit card companies to effect capital increase in the aggregate amount of W 4.6 trillion, as part of their self-rescue efforts;

banks and other financial institutions agreeing with each other to extend the maturity of all debt securities of credit card companies that they hold;

asset management companies agreeing with each other to extend the maturity of 50% of the aggregate amount of the debt securities of credit card companies that they hold which are scheduled to mature by June 2003; and

with respect to the remaining 50% of such credit card company debt securities, banks and other financial institutions agreeing with each other to contribute W 5.6 trillion in the aggregate to purchase such debt securities from asset management companies.

Pursuant to the above measures, we, at the holding company level, injected new capital of W 100 billion in the form of subordinated debt into Shinhan Card in April 2003. In addition, Shinhan Bank agreed to extend the maturities of W 436 billion of credit card company debt securities that we held in April 2003 or that have become due in June 2003 (including W 426 billion of such debt securities we transferred from our trust

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accounts to our bank accounts). Of the W 5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Shinhan Bank to purchase was approximately W 263 billion, all of which were repaid as of July 31, 2003. Chohung Bank also agreed to extend the maturities of the W 177 billion of loans and debt securities of credit card companies that it held in April 2003 or that have become due in June 2003. Of the W 5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Chohung Bank to purchase was approximately W 183 billion, all of which were repaid as of July 31, 2003. See also Risks Relating to Government Regulation and Policy The Korean government may encourage lending to and investment in certain types of borrowers in furtherance of government initiatives, and we may take this factor into account .

As of December 31, 2003, we had loans outstanding to credit card companies in the aggregate principal amount of W 455 billion. These are considered performing in accordance with our internal credit rating methodology and therefore we have not recognized a specific loan loss allowance against these. See Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to the Credit Card Industry . To the extent that financial and liquidity difficulties experienced by credit card companies are not resolved on a timely basis, the asset quality of our exposure to credit card companies may become significantly impaired, resulting in losses that are materially adverse to our financial condition and results of operations and capital adequacy.

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

As of December 31, 2003, our total exposure outstanding to SK Networks (formerly, SK Global) alone was W 827 billion, or 0.64% of our total exposure, consisting of W 492 billion in loans, W 70 billion in debt securities, W 182 in equity securities and W 83 billion in guarantees and acceptances. Of our total loans outstanding to SK Networks, W 21 billion was secured for which we made no allowance for loan losses. For the remaining unsecured loans of W 471 billion, we made allowance for loan losses of W 177 billion. With respect to the guarantees and acceptances outstanding, we made allowances of W 35 billion.

In the first quarter of 2003, accounting irregularities were discovered at SK Networks to which most commercial banks in Korea, including ourselves, have substantial exposure. These irregularities had concealed the weak financial condition of SK Networks over a period of several years. In March 2003, the principal creditor banks of SK Networks acknowledged that SK Networks is a troubled company subject to formal workout procedures under the Corporate Restructuring Promotion Act of Korea and agreed to postpone the maturity of all domestic credits of SK Networks until June 18, 2003.

In June 2003, the domestic creditors of SK Networks agreed to a workout program under which the creditors participating in this program will buy out the outstanding credits of the dissenting creditors by providing cash equal to 30% of the outstanding loans, which we did not participate in. In addition, in July 2003, the domestic creditors committee and the steering committee of the overseas creditors of SK Networks agreed to a workout program under which the domestic creditors will buy out the outstanding credits of the dissenting foreign creditors by providing cash equal to 43% of the outstanding loans as well as providing a 5% incentive in the form of bonds with warrants. The cash payment are repaid in four installments, two installments of 40% on December 31, 2003 and 30% on March 31, 2004 were paid and, two more of 20% on June 30, 2004 and 10% on September 30, 2004 remain outstanding. The bonds with warrants, which warrants can be exercised in 2005, will be due in April 2008, without any interest, and will be repaid in a one-time payment.

The terms of the finalized workout program for SK Networks, agreed to by the creditors and SK Corporation, the then largest shareholder of SK Networks, are as follows:

maturities of outstanding loans were extended to December 2007;

interest on loans were fixed at 5% for unsecured Won-denominated loans and 5.5% for secured loans;

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foreign currency loans were converted to unsecured Won-denominated loans;

approximately W 2.2 trillion of loans were converted into equity interest in SK Networks, consisting of W 850 billion of common shares, W 1,000 billion of redeemable preferred shares and W 380 billion of convertible bonds, with a lock-up until December 2007;

Mr. Tae-Won Choi, the chairman of the SK Group, pledged his personal stake in three of the member companies of SK Group to the creditors as collateral; and

SK Corporation converted W 850 billion of trade receivables from SK Networks into equity shares.

The debt-to-equity swap by the creditors was preceded by a complete capital write-off by SK Corporation and 7-to-1 capital reduction by minority shareholders on October 25, 2003.

Both Shinhan Bank and Chohung Bank have decided to participate in the workout program. We believe that participation in the workout program will eventually yield more than the 30% cash buyout proposed for dissenting domestic creditors. At this time, it is difficult to predict how much of our loans to SK Networks will be converted into what percentage of equity securities of SK Networks or whether our loans to SK Networks will be subject to additional restructuring including extension of maturities and reduction of interest rates. However, we do not believe that our participation in the workout program will have any material adverse impact on us or our financial condition. While we believe that the level of our specific allowance for loan losses in respect of SK Networks are adequate to cover losses currently expected from our participation in, and implementation of, the workout program of SK Networks, no assurance can be given that our allowance for loan losses with respect to SK Networks will be sufficient to cover actual future losses.

We also have exposures to other companies belonging to the SK Group. As of December 31, 2003, our total exposure outstanding to Segae Trading Co. was W 3 billion, consisting of W 3 billion in loans. For the loans, we have made an allowance for loan losses of W 1 billion. In addition, as of December 31, 2003, our total exposure outstanding to SK Corporation, the controlling company of the SK Networks, was W 296 billion, or 0.23% of our total exposure, consisting of W 175 billion in loans, W 63 billion in equity securities, W 25 billion in debt securities and W 33 billion in guarantees and acceptances. We classify loans and guarantees and acceptances to other SK Group companies, including SK Corporation, as performing in accordance with our internal credit rating methodology and therefore no specific allowance is made against these loans or guarantees and acceptances. Our management believes the general allowance of W 705 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within this portfolio, including those loans to companies within the SK Group, including SK Corporation and excluding SK Networks and Segae Trading Co.

For a more detailed discussion of our exposure to the SK Group as of December 31, 2003, see Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to SK Group Companies .

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

As a result of the unfavorable financial and economic conditions in Korea, a number of chaebols have experienced and continue to experience financial difficulties. We have significant exposure to chaebols and large corporate borrowers. Of our twenty largest corporate exposures as of December 31, 2003, seven are companies that are members of the twenty-nine largest chaebols in Korea. If the quality of the exposures extended by us to chaebols declines, we would require additional loan loss provisions in respect of loans and would record impairment losses in respect of securities, which would adversely affect our financial condition, results of operations and capital adequacy.

In particular, we have significant exposures to a number of former Hyundai Group companies, Daewoo Group companies and Ssangyong Group companies, a number of which have been experiencing financial difficulties. In 2001, creditor banks of several former Hyundai Group companies, including Hynix Semiconductor, Hyundai Engineering & Construction, Hyundai Petrochemical, Incheon Oil Refinery and Hyundai

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Merchant Marine, agreed to provide financial assistance to these companies by way of additional loans, extensions of maturities of various outstanding obligations, debt-to-equity swap transactions, guarantees of overseas borrowings and injections of additional capital. In addition, restructuring procedures under the Corporate Restructuring Promotion Act were commenced in respect of Hynix Semiconductor and Hyundai Petrochemical.

As of December 31, 2003, we had total exposure outstanding to Hyundai Merchant Marine, Hyundai Petrochemical, Hynix Semiconductor, Inchon Oil Refinery and Hyundai Engineering & Construction of W 418 billion, W 64 billion, W 253 billion, W 105 billion and W 44 billion, respectively, including W 1 billion, W 189 billion, W 5 billion and W 42 billion of securities of Hyundai Petrochemical, Hynix Semiconductor, Inchon Oil Refinery and Hyundai Engineering & Construction, respectively. As of December 31, 2003, we recorded allowance for loan losses of W 80 billion, W 50 billion and W 71 billion in respect of Hyundai Merchant Marine, Hynix Semiconductor and Inchon Oil Refinery, respectively. Substantially no allowance for loan losses were recorded with respect to our loans and guarantees and acceptances outstanding to Hyundai Engineering & Construction.

In May 1997, in connection with the financing of US\$850 million for the construction of a fabrication plant in Eugene, Oregon of Hyundai Semiconductor America, Hyundai Heavy Industries, Hyundai Merchant Marine and Hyundai Corporation entered into a group support agreement to unconditionally, irrevocably and jointly and severally guarantee the obligations of Hynix Semiconductor. This transaction resulted in a creation of joint and several obligations of these three companies in favor of the creditors of Hynix Semiconductor in the amount of US\$850 million, of which US\$842 million is currently outstanding, subject to scheduled repayment. Hynix Semiconductor's failure to perform its obligations under this transaction will trigger this obligation and will give rise to significant liquidity problems and capital requirements for these three companies, further resulting in asset quality deterioration of our total exposure outstanding to these three companies.

In 1998, Daewoo Motors acquired Ssangyong Motors from the former Ssangyong Group, on condition that certain of the then existing liabilities of Ssangyong Motors be retained by the former Ssangyong Group. In connection with this transaction, nine member companies of the Ssangyong Group assumed in the aggregate W 1.8 trillion, which subsequently resulted in significant increases in interest expense for such companies, further aggravated by a sharp increase in interest rates during the financial crisis of the late 1990's. Several of the Ssangyong Group companies, including Ssangyong Corporation, Ssangyong Cement Industrial and Ssangyong Engineering & Construction, have experienced significant financial and liquidity difficulties as a result and were subsequently placed under workout programs by their respective creditors. In particular, Chohung Bank is the largest creditor to Ssangyong Corporation and, as such, is the lead creditor bank under the workout program applicable to Ssangyong Group companies. As of December 31, 2003, our total exposure to Ssangyong Corporation and Ssangyong Cement Industrial amounted to W 338 billion and W 241 billion, respectively. Of our total loans and guarantees and acceptances to the Ssangyong Group, W 428 billion was classified as impaired.

The financial condition of the former Daewoo Group, which was one of the largest chaebols in Korea, has deteriorated over the past several years. In August 1999, the principal creditor banks of the former Daewoo Group commenced formal workout procedures with respect to 12 member companies of the Daewoo Group, including Daewoo Corporation, Daewoo Electronics, Daewoo Heavy Industries, Daewoo Telecom and Ssangyong Motors (acquired by Daewoo Motor in 1998). Currently, many of these companies either are subject to liquidation proceedings or have been liquidated, are under workouts or corporate reorganization proceedings, have been split up into more than one company or are looking for purchasers. As of December 31, 2003, our total exposure to the former members of the Daewoo Group was W 600 billion, including exposures to Ssangyong Motors, Daewoo Electronics Corp., Daewoo Shipbuilding & Marine Engineering and Daewoo Electronics Service of W 156 billion, W 69 billion, W 63 billion and W 30 billion, respectively. Of our total loans and guarantees and acceptances to the Daewoo Group companies, including Ssangyong Motors, Daewoo Electronics Service, Daewoo Motors and Daewoo Telecom, W 269 billion were classified as impaired, for which we made an aggregate allowance for loan losses and guarantees and acceptances of W 95 billion.

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No assurance can be given that our allowance for loan losses with respect to our exposures to these companies will be sufficient to adequately cover any losses arising from this arrangement. In addition, there can be no assurance that other companies of the former Hyundai Group, to which we have outstanding exposures, do not have additional contingent or other obligations outstanding in favor of Hynix Semiconductor, which may have a material adverse effect on such companies and us. The foregoing may result in a material adverse effect on our financial condition and results of operations and capital adequacy. We cannot assure you that the allowances we have established against our exposures to the former Hyundai Group, Daewoo Group and Ssangyong Group companies will be sufficient to cover all future losses arising from these exposures. In addition, with respect to those companies that are in or in the future enter into workout or liquidation proceedings, we may not be able to make any recoveries against such companies. We may, therefore, experience future losses with respect to those loans, which may have a material adverse impact on our financial condition, results of operations and capital adequacy.

For a more detailed discussion of our exposure to the former Hyundai Group, Ssangyong Group and former Daewoo Group as of December 31, 2003, see Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to Former Hyundai Group Companies , Exposures to Ssangyong Group Companies and Exposures to Former Daewoo Group Companies .

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

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

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

As of December 31, 2003, our total loans and guarantees and acceptances to companies that were under troubled debt restructurings amounted to W 2,186 billion or 2.07% of our total loans and guarantees and acceptances. As of the same date, our allowances for losses on these loans and guarantees and acceptances amounted to W 674 billion, or 30.8% of these loans.

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

Chohung Bank's financial condition may deteriorate and may impact its ability to maintain the required minimum capital adequacy ratio.

Pursuant to the capital adequacy guidelines issued by the Financial Supervisory Commission, which are derived from standards established by the Bank for International Settlements, commercial banks in Korea are required to maintain a minimum Tier I and Tier II capital adequacy ratio of 8% on a consolidated basis where Tier II capital may not be recognized over 100% of Tier I capital. Chohung Bank's total Tier I and Tier II

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capital adequacy ratios as of December 31, 2001, 2002 and 2003 were 10.43%, 8.66% and 8.87%, respectively. Chohung Bank estimates that for every W 100 billion decrease in stockholders' equity or subordinated debt, its capital adequacy ratio will decrease by approximately 0.25%.

In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. This transaction was subject to the rights of dissenting shareholders of Chohung Bank, who had the right to require Chohung Bank to purchase the shares held by such dissenting shareholders at a price determined in accordance with Korean laws and regulations. The number of shares subject to such purchase by Chohung Bank is 66,363,126 shares, amounting to a purchase price of approximately W 204 billion. Chohung Bank is required to reduce its total Tier I and Tier II capital by such purchase price, resulting in an anticipated 0.50% decrease in Chohung Bank's total Tier I and Tier II capital adequacy ratio.

The economic crisis in Korea beginning late 1997 has caused deteriorations of the capital levels and capital adequacy position of Chohung Bank. Increased non-performing loans have led to increases in the provisioning for loan losses and declines in the financial condition and the results of operations of Chohung Bank and, as a result have reduced the capital adequacy ratio of Chohung Bank. Any deterioration of the Korean economy as well as any further financial difficulties of Korean corporations or consumers is likely to erode the capital adequacy of Chohung Bank. In addition, deterioration in property and other collateral values may require Chohung Bank to add provisions which would further erode the capital adequacy of Chohung Bank.

If a bank fails to maintain the required minimum capital adequacy ratios, the Financial Supervisory Commission may impose penalties ranging from a warning to a suspension or revocation of Chohung Bank's license. No assurance can be given that Chohung Bank's financial condition and other sources of capital will be sufficient to keep Chohung Bank's capital adequacy ratios above the minimum required amounts. Also, there can be no assurance that if Chohung Bank requires additional capital, it will be able to obtain, including from our holding company, such capital on favorable terms or at all. In addition, Chohung Bank's ability to obtain additional capital may be further restricted to the extent Korean banks and banks from other Asian countries are seeking to raise capital at the same time.

The loss of deposit accounts maintained by Korean courts with Chohung Bank may have a material adverse effect on Chohung Bank's financial position and results of operations.

Chohung Bank believes that it holds the largest amount of deposits made by litigants and applicants in connection with legal proceedings in Korean courts or by persons involved in disputes. Although Chohung Bank has been involved in this business for more than forty years and has acquired certain competitive advantages and entry barriers in connection therewith, no assurance can be given that Chohung Bank will be able to maintain its competitiveness in this area. The Korean Supreme Court in 1994 opened to other banks the opportunity to establish new sub-branches or branches in newly opened court houses. The Supreme Court may open up competitive bidding to the entire network of sub-branches and branches taking court deposits. If the Supreme Court decides to select a bank for court deposits at all courts through competitive bidding, there can be no assurance that Chohung Bank will be selected. Because court deposits are a low-cost source of funding and Chohung Bank had total court deposits of W 3,887 billion, W 3,872 billion and W 4,205 billion as of December 31, 2001, December 31, 2002 and December 31, 2003, respectively, which accounted for 10.7%, 9.2% and 10.8% of total Won deposits of Chohung Bank as of the same periods, the loss of such business would have a material adverse effect on Chohung Bank's financial condition and results of operations.

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

In the normal course of our banking activities, we make various commitments and incur certain contingent liabilities in the form of guarantees and acceptances. Guarantees are recorded as off-balance sheet items in the footnotes to our financial statements and those guarantees that we have confirmed to make payments on become acceptances, which are recorded on the balance sheet. We had aggregate guarantees of

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W 7,761 billion, and acceptances of W 2,365 billion as of December 31, 2003. We provide an allowance for losses with respect to guarantees and acceptances as of each balance sheet date. We provided allowances for losses of W 156 billion in respect of the guarantees and W 28 billion in respect of acceptances as of December 31, 2003. If we experience significant asset quality deterioration in our guarantees and acceptances exposures, no assurance can be given that such allowances will be sufficient to cover any actual losses resulting in respect of these liabilities, or that the losses we incur on guarantees and acceptances will not be larger than those experienced on corporate loans.

Risks Relating to Our Strategy

If we are unable to adequately utilize our holding company structure to reap the expected benefits, our future earnings and the prices of our common shares and our American depositary shares may be materially adversely affected.

We realigned our business structure as a financial holding company in September 2001. We have no prior experience operating in a holding company structure. The success of the holding company structure, which entailed the reorganization and integration of various activities and/or operations of our subsidiaries, depends in part on our ability to realize the anticipated synergies, growth opportunities and cost savings from coordinating and, in certain cases, combining the businesses of our subsidiaries. Our future earnings, as well as the future value of our common shares and our American depositary shares and our ability to compete effectively, may be materially and adversely affected should we fail to achieve the anticipated benefits from the holding company structure or should costs to achieve these benefits be higher than we expect.

In particular, since each of our subsidiaries have operated independently within the financial holding company structure, the integration of the activities and/or operations of our subsidiaries is likely to require a significant amount of time, financial resources and management attention. To realize the anticipated benefits of the holding company structure, our management must implement a business plan that will effectively coordinate and/or combine activities and/or operations that are diverse in terms of management, compensation and business culture, as well as in terms of some of the products and services they offer and the regions and the customers they serve. If our management is not able to do so, we may not realize the anticipated benefits of the holding company structure on a timely basis, at levels we had expected or at all.

For risks relating to our acquisition of Chohung Bank, see Risks Relating to our Acquisition of Chohung Bank below.

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

We are a financial holding company with no operating assets other than the shares of our subsidiaries. Our source of funding and cash flow is dividends from, or disposition of our interests in, our subsidiaries or our cash resources, most of which are currently the result of borrowings. Since our principal asset is the outstanding capital stock of Shinhan Bank and Chohung Bank, our ability to pay dividends on our common shares will mainly depend on dividend payments from Shinhan Bank and Chohung Bank.

Dividend payments from Shinhan Bank and Chohung Bank to the holding company are subject to the Commercial Code of Korea, the Bank Act and to regulatory limitations, generally based on capital levels and retained earnings, imposed by the various regulatory agencies with authority over Shinhan Bank and Chohung Bank. As of December 31, 2003, Shinhan Bank could declare and pay W 747 billion of dividends to us without the approval of regulatory authorities. In respect of the fiscal year ended December 31, 2003, Shinhan Bank declared and paid dividends of W 244.8 billion to us in March 2004. The ability of Shinhan Bank to pay dividends, however, is always subject to regulatory restrictions if paying dividends would impair its unconsolidated profitability, financial condition or other cash flow requirements, including:

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

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

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

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

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

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

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

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

Risks Relating to Our Other Businesses

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

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

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markets are volatile, characterized by rapid changes in price direction, the assessments we have made may prove to lead to lower revenues or profits, or losses, on the related transactions and positions.

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

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

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

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

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

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

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

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

Risks Relating to our Acquisition of Chohung Bank

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

We aim to capitalize over time on the combined strengths of Shinhan Bank and Chohung Bank in terms of market share, product and service mix, customer base and cost efficiencies. Our ability to achieve these

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benefits during the three-year transition period and after a merger of the two banks is subject to risks and uncertainties, some of which are beyond our control, including:

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

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

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

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

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

difficulties in harmonizing the two corporate cultures; and

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

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

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

Risks Relating to Competition

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

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

The Korean commercial banking industry has undergone dramatic changes recently as a number of significant mergers and acquisitions in the industry have taken place. There may be additional consolidation in the Korean commercial banking industry, including Korea's regional banks in particular. In November 2001, Kookmin Bank and Housing & Commercial Bank, two of the strongest banks in Korea, merged to form Kookmin Bank. The newly merged bank is significantly larger and has more financial resources than us. Also

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in 2001, Woori Bank restructured itself as a financial holding company and significantly realigned its businesses and products to compete with other larger banks in Korea. Furthermore, a number of significant mergers and acquisitions in the industry have taken place in Korea over the last few years. In 2002, there was a merger between Hana Bank and Seoulbank. In 2003, Lone Star acquired a controlling interest in Korea Exchange Bank. In 2003, Citibank acquired Koram Bank. At present, these and other banks resulting from mergers or acquisitions may have more financial resources or more experience in providing certain banking or financial services than us. Increased competition and continuing consolidation in the Korean banking industry will lead to decreased margins. There can be no assurance that we will be able to compete successfully with such banks.

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

An important focus of our business is to increase our fee income in order to diversify our revenue base, in anticipation of greater competition and declining lending margins. To date, except for credit card fees, securities brokerage fees and trust account management fees, we have not generated significant fee revenues. Our focus on generating fee revenue also involves the development of fee business from bancassurance and investment trust management. We recognize, however, that other banks and financial institutions in Korea have recently recognized the same trends and are beginning to focus on increasing their fee income, in particular from bancassurance and investment trust. Recently, several of our competitors have submitted bids to purchase LG Investment & Securities, Daehan Investment & Securities or Korea Investment & Securities. We have no interest in acquiring these businesses. Successful acquisition of these fee generating businesses by our competitors may result in increased competition in the area of investment trust business. Intense competition in the fee-based business will require us to create and market new and innovative products and services in a highly competitive environment. Our failure to do so could adversely affect our future results of operations.

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

Most of our funding requirements, principally those of Shinhan Bank and Chohung Bank, are met through short-term funding sources, primarily in the form of customer deposits, which are subject to significant price competition. As of December 31, 2003, approximately 92.3% of our total deposits had current maturities of one year or less or were payable on demand. As of December 31, 2003, approximately 92.0% of Chohung Bank's deposits in Korean Won and approximately 98.9% of Chohung Bank's deposits in foreign currencies had current maturities of one year or less or were payable on demand. In the past, a substantial portion of such customer deposits has been rolled over upon maturity or otherwise maintained with us, and such short-term deposits have been a stable source of funding over time. For example, of Shinhan Bank's total time deposits outstanding as of December 31, 2003 with remaining maturities of four months or less, approximately 55.3% were rolled over or otherwise maintained with Shinhan Bank. Of Chohung Bank's total time deposits maturing during the four months ended December 31, 2003, approximately 57.7% were rolled over or otherwise maintained with Chohung Bank. No assurance can be given, however, that such stable source of funding will continue, including as a result of intense price competition. If a substantial number of depositors fail to roll over deposited funds upon maturity or withdraw such funds from us, our liquidity position could be materially adversely affected, and we may be required to seek more expensive sources of short-term and long-term funds to finance our operations.

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Risks Relating to Government Regulation and Policy

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

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

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

In an effort to resolve the problems caused by consumer credit delinquencies, the Korean government caused the establishment of Hanmaum Financial Company and the Credit Recovery Support Committee on May 20, 2004. Hanmaum Financial is a so-called "bad bank", a type of private asset management company that acquires non-performing assets from banks and other financial institutions for the purpose of providing long-term financial aid to certain qualified delinquent consumers who apply for this program to enable them to pay off their financial debts. Upon application, Hanmaum may grant a loan with a maturity of up to eight years (and repayable at anytime before maturity), at an interest rate per annum of 6%, after collecting 3% or 6% of the debt amount in advance from the individual. Banks and financial institutions are required to provide the full amount of any non-performing debt outstanding against an individual or any remaining unpaid amounts on such non-performing debt after repayment made through loans received from Hanmaum Financial as in-kind contribution to Hanmaum Financial in return for cash, preferred stock or deferred stock. At this time, we cannot accurately predict the number of applicants and amounts subject to this program. To the extent Hanmaum Financial achieves less-than-expected level of collection of, and recovery on, non-performing assets, commercial banks and credit card companies, including Shinhan Bank, Chohung Bank and Shinhan Card, may realize less gains from recoveries. Such financial aid shall be offered only for a limited period of time, which is, for the time being, three months starting May 17, 2004.

Unlike the "bad bank" program that provides loans directly to consumers, the Credit Recovery Support Committee has adopted an individual workout program. For delinquent consumers who are deemed to be capable of repaying their debts, the Credit Recovery Support Committee will, pursuant to an agreement with the creditor financial institution, provide such consumers an opportunity to repay in installments, provide a repayment grace period, reduce their debt amount or extend the maturity date of the debt. Currently, approximately 160 financial institutions, including banks and insurance companies, are parties to the Credit Recovery Support Agreement, pursuant to which such financial institutions, have agreed to provide such support described above to those consumers who meet certain qualifications. To the extent that amounts of non-performing assets subject to these programs are significant and collection on such assets are unsuccessful, these consumer debt workout programs and uncertainties surrounding them may result in an adverse effect on our ability to recover and collect on such assets. See Item 4. Information on the Company Business Overview Our Principal Activities Credit Card Services .

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

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

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

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

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

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

Risks Relating to Korea and the Global Economy

Unfavorable financial and economic conditions in Korea and worldwide have had and will in the future continue to have a material adverse impact on our asset quality, liquidity and financial performance.

Economic conditions in Korea, elsewhere in Asia (including China), in the United States and elsewhere in the world materially affect our business. Financial turmoil in Asia in the late 1990 s adversely affected the Korean economy and in turn Korean financial institutions. In addition, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including Korea. In addition, as recently acknowledged by the Korean government, the Korean economy has been experiencing a recession which had and is expected to continue to have a material impact on our operations.

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

failure of restructuring of *chaebols*, including financial difficulties experienced by SK Networks and other SK Group companies, and accounting irregularities of and regulatory proceedings against *chaebols*, together with its negative effect on the Korean financial markets and on the small- and medium-sized enterprises market;

volatility in commodity prices (including oil prices), exchange rates, interest rates, stock markets or foreign currency reserves;

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

continued adverse developments in the economies of countries to which Korea exports goods and services (such as the United States, China and Japan), or in emerging market economies in Asia or elsewhere;

social and labor unrest resulting from lay-offs, increasing unemployment and lower levels of income;

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

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

Deterioration in the Korean economy can also occur as a result of deterioration in the global economic conditions. The worldwide economy has been in a slump since the beginning of 2001, as the United States and other G8 countries have experienced recessionary conditions which have been exacerbated by the terrorist attacks in the United States on September 11, 2001 and the impact of Severe Acute Respiratory Syndrome, or SARS, on global exports or GDP growth rates. Any prolonged stagnation or future deterioration in global economic conditions would continue to have an adverse impact on the Korean economy. A significant adverse change in the Korean economy or a loss of investor confidence in the financial systems of emerging and other markets could have an adverse effect on us and the market price of our common shares or our American depositary shares.

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

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

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Labor unrest may adversely affect the Korean economy and our operations.

During 1998 and 1999, there were large-scale protests and labor strikes in Korea. In July 2000, the Korean Financial Industry Union, which represents the employees of over 30 financial institutions, urged its members to participate in a strike to express their opposition to mergers of the banks and the possibility of further layoffs, when the Korean government announced its plan to implement the second phase of restructuring the Republic's banks, including the promulgation of a law which allows the formation of financial holding companies. The strike subsequently was cancelled after the Korean government and the union leaders reached an agreement whereby the Korean government would not require mandatory bank mergers. In December 2000, members of the Kookmin Bank and H&CB labor union participated in a strike that lasted seven days, opposing the contemplated merger between the two banks. Although we believe that our relationship with our labor unions is good, 76.9% of our full-time employees are members of the labor unions of our subsidiaries. No assurance can be given that further acquisitions or restructuring of our holding company structure will not meet labor union resistance and possible labor disputes.

In May 2003, truck drivers of the Korean Cargo Workers Federation of the Korean Confederation of Trade Unions went on strike and blockaded the land routes to major steel mills in Korea, a fundamental driver of the Korean economy, and also blockaded two major ports in Kwangyang and Busan resulting in significant disruptions to physical distribution and import and export activities in Korea. This strike was peacefully resolved soon thereafter. In late August 2003, the Korean Confederation of Trade Unions again called for a nationwide strike which lasted for several months. Similar events in the future could have a material adverse effect on the Korean economy and our operations.

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

Risks Relating to Our American Depositary Shares

There are restrictions on withdrawal and deposit of common shares under the depositary facility.

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

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

Korea Deposit Insurance Corporation owns redeemable convertible preferred shares convertible into shares of our common stock representing approximately 12.64% of our total shares of common stock as of the date hereof. BNP Paribas currently owns approximately 4.39% of our outstanding shares (or 3.83% on a fully diluted basis taking into account the conversion of redeemable convertible preferred shares of Korea Deposit Insurance Corporation). Currently, we do not know when, how, or what percentage of, our redeemable

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convertible preferred shares will be converted by Korea Deposit Insurance Corporation and when, how or what percentage of our shares Korea Deposit Insurance Corporation will dispose of upon conversion or BNP Paribas will dispose of our shares, or to whom such shares will be sold. As a result, we cannot currently predict the impact of such sales on us.

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

Pursuant to the terms of the Investment Agreement, we are required to obtain the consent of the Korea Deposit Insurance Corporation, to the extent permitted under applicable law, in order to declare and pay dividends on our common shares in excess of W 750, representing 15% of par value (W 5,000), if our net income under Korean GAAP is below W 800 billion in a given fiscal year and any of the Redeemable Preferred Stock and Redeemable Convertible Preferred Stock are outstanding. Failure to obtain the consent of the Korea Deposit Insurance Corporation in such instances may lead to payment of dividends at a level that is lower than expected and may adversely affect the price of our common shares and our American depository shares and further adversely affect the interest of our shareholders, including the holders of our American depository shares.

Ownership of our shares is restricted under Korean law.

Under the Financial Holding Company Act of Korea, any single shareholder (together with certain persons in a special relationship with such shareholder) may acquire beneficial ownership of only up to 10% of the total issued and outstanding shares with voting rights of a bank holding company controlling nationwide banks such as us. The Korean government and the Korea Deposit Insurance Corporation are exempt from this limit. Furthermore, certain non-financial business group companies (i.e., (i) any same shareholder group with aggregate net assets of all non-financial business companies belonging to such group of not less than 25% of the aggregate net assets of all members of such group; (ii) any same shareholder group with aggregate assets of all non-financial business companies belonging to such group of not less than W 2 trillion; or (iii) any mutual fund in which a same shareholder group identified in (i) or (ii) above owns more than 4% of the total shares issued and outstanding of such mutual fund) may not acquire beneficial ownership in us in excess of 4% of our outstanding voting shares, provided that such non-financial business group companies may acquire beneficial ownership of up to 10% of our outstanding voting shares with the approval of the Financial Supervisory Commission under the condition that such non-financial business group companies will not exercise voting rights in respect of such shares in excess of the 4% limit. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Restriction on Financial Holding Company Ownership . To the extent that the total number of shares of our common stock that you and your affiliates own together exceeds such limit, you will not be entitled to exercise the voting rights for the excess shares, and the Financial Supervisory Commission may order you to dispose of the excess shares within a period of up to six months. Failure to comply with such an order would result in a fine of up to W 50 million.

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

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

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

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

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

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

Investors who purchase the American depositary shares will be required to pay for them in U.S. dollars. Our outstanding shares are listed on the Korea Stock Exchange and are quoted and traded in Won. Cash dividends, if any, in respect of the shares represented by the American depositary shares will be paid to the depositary bank in Won and then converted by the depositary bank into Dollars, subject to certain conditions. Accordingly, fluctuations in the exchange rate between the Won and the Dollar will affect, among other things, the amounts a registered holder or beneficial owner of the American depositary shares will receive from the depositary bank in respect of dividends, the Dollar value of the proceeds which a holder or owner would receive upon sale in Korea of the shares obtained upon surrender of American depositary shares and the secondary market price of the American depositary shares. The average of the Won to dollar exchange rates, based on the Noon Buying Rates, were W 1,292.00, W 1,250.31 and W 1,192.08 per US\$1.00 in 2001, 2002 and 2003.

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

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

sudden fluctuations in interest rates or exchange rates;

extreme difficulty in stabilizing the balance of payments; and

a substantial disturbance in the Korean financial and capital markets.

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

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

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

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Other Risks

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

We, including our subsidiaries such as Shinhan Bank and Chohung Bank, are not required to and do not prepare interim financial information on a U.S. GAAP basis. U.S. GAAP differs in significant respects from Korean GAAP, particularly with respect to the establishment of provisions and loan loss allowance. See Item 5. Operating and Financial Review and Prospects Selected Financial Information under Korean GAAP and Reconciliation with Korean Generally Accepted Accounting Principles . As a result, provision and allowance levels reflected under Korean GAAP in our results for the three months ended March 31, 2003 and 2004 may differ significantly from comparable figures under U.S. GAAP for these and future periods.

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

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

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

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

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Item 4. Information on the Company

HISTORY AND DEVELOPMENT OF SHINHAN FINANCIAL GROUP

Introduction

We are the largest financial holding company in Korea on the basis of total assets, total deposits and stockholders' equity. We were formed in 2001 as the holding company for Shinhan Bank and related financial services companies. On August 19, 2003, we acquired 80.04% of Chohung Bank and plan to merge its operations with those of Shinhan Bank after a three-year transition period. As of December 31, 2003, based on asset size published by the Financial Supervisory Commission, Shinhan Bank was the fourth largest bank in Korea, with total assets of W 70,071 billion (US\$58,785 million) and Chohung Bank was the sixth largest bank in Korea, with total assets of W 59,228 billion (US\$49,688 million). From this expanded platform, we serve all major components of the corporate and retail banking and financial services markets. In the corporate sector, we serve the large corporate community, established and developing small- and medium- sized enterprises as well as certain small unincorporated businesses. In the retail sector, we provide mortgages and home equity finance as well as general unsecured consumer lending to retail customers ranging from high net worth customers to the mass retail market. Both Shinhan and Chohung Bank have credit card operations with approximately 2,773,000 and approximately 3,205,000 cardholders as of December 31, 2003. Through our banking and non-banking subsidiaries, we engage in a comprehensive range of related financial services including securities brokerage, investment banking, investment trust management and bancassurance. We have also entered into joint ventures with BNP Paribas, our shareholder, in the areas of investment trust management and bancassurance to bring an international perspective to these operations.

Through Shinhan Bank and Chohung Bank, we operate the second largest nationwide branch network in Korea with 420 branches in the Seoul and its metropolitan area, 325 branches in Kyunggi Province and six major cities in Korea and 166 branches throughout the rest of the country. As of December 31, 2003, Shinhan Bank and Chohung Bank combined (not taking into account overlap in customers) had over 230,000 corporate deposit customers and over 14.7 million retail deposit customers with an aggregate average deposit of W 52,555 billion. This combined customer base provides us with a large, stable and cost effective core funding base, and access to an established corporate and retail customer base to whom we can market the full range of our financial products and services.

History and Organization

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

Shinhan Bank, a nationwide commercial bank;

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

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

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

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

In December 2001, we concluded an agreement with our strategic partner and our largest shareholder, the BNP Paribas Group, pursuant to which BNP Paribas purchased a 4.0% equity interest in us. In September 2003, BNP Paribas increased its equity interest in us to 4.61%. Following the issuance of additional shares of common stock by us in connection our acquisition of shares of Chohung Bank's common stock that we previously did not own in June 2004, BNP Paribas currently owns 4.39% of our shares of common stock (or

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3.83% on a fully diluted basis taking into account the conversion of redeemable convertible preferred shares of Korea Deposit Insurance Corporation).

In April 2002, we acquired a 51% equity stake in Jeju Bank, a regional bank incorporated in 1969 to engage in commercial banking and trust business.

During 2002, through a series of transactions, we acquired 31.7% of common stock (or 30.7% of voting equity securities) of Good Morning Securities. Subsequently, we merged Shinhan Securities into Good Morning Securities and renamed it Good Morning Shinhan Securities Co., Ltd.. As of December 31, 2002, following the foregoing transactions, we effectively owned 60.5% of Good Morning Shinhan Securities.

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

Shinhan Credit Information Co., Ltd. was established on July 8, 2002 as our wholly-owned subsidiary, which engages in the business of debt collection and credit reporting. On June 9, 2003, we sold a 49% interest in Shinhan Credit Information to LSH Holdings L.L.C., a wholly-owned subsidiary of Lone Star Fund, and converted Shinhan Credit Information into a joint venture with Lone Star Fund. In the first half of 2004, the Financial Supervisory Service conducted an audit into the activities of this joint venture, with a focus on the operations and collection activities of Lone Star and held such operations and activities to be inconsistent with Korean law applicable to credit collection. On May 21, 2004, we terminated this joint venture and bought back Lone Star's 49% ownership in Shinhan Credit Information. The number of shares acquired was 294,000 shares, representing 49% of total outstanding shares, of Shinhan Credit Information at the acquisition cost of W 1,529,165,735. As a result of this buy-back transaction, our equity ownership in Shinhan Credit Information increased from 51% to 100%.

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

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

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

As a result of our acquisition of Chohung Bank, we also acquired the following subsidiaries of Chohung Bank.

Chohung Investment Trust Management Co., Ltd. was established in 1988 and engages in investment management services. In 1997, the company changed its name from Chohung Investment Management Co., Ltd. to Chohung Investment Trust Management Co., Ltd. As of December 31, 2003, its capital stock amounted to W 45 billion of which Chohung Bank owns 79.77%.

Chohung Finance Ltd., Hong Kong is a subsidiary of Chohung Bank engaged in various merchant banking activities in Hong Kong. As of December 31, 2003, its capital stock amounted to US\$15 million, of which Chohung Bank owns 99.99%.

CHB America Bank is a wholly-owned subsidiary of Chohung Bank created through a merger of Chohung Bank of New York and California Chohung Bank in March 2003. It offers full banking services to

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Korean residents in New York and in California. As of December 31, 2003, CHB America Bank's capital stock amounted to US\$14 million.

Chohung Bank (Deutschland) GmbH was established in 1994 as a wholly-owned subsidiary of Chohung Bank. As of December 31, 2003, its capital stock amounted to EUR 15,339 thousand.

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

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

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

Our Strategy

Since our holding company establishment in 2001, we have actively realigned our market position in an ever-changing environment of the Korean banking and financial industry. In particular, with our acquisition of Chohung Bank in 2003, we have emerged as the second largest financial institutions in terms of assets and distribution network in Korea. With the acquisition of Chohung Bank, we believe that we have completed our reconfiguration of our corporate structure in the area of commercial banking.

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

Creating synergies within our holding company structure. Since our reconfiguration into a holding company structure in 2001, we have focused on achieving synergy through cross-selling of products and

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

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

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

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

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

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

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

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

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

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

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

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

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

in corporate banking, expanding and enhancing the capabilities of our large corporate and small- and medium-sized enterprises specialist branch network and leveraging our increased large corporate customer base to provide total financial solutions that combine banking and non-banking financial

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products, such as asset backed securities, structured finance, M&A advice; syndication and equity derivatives, acting more as a financial advisor for larger, well established small- and medium-sized enterprises by providing underwriting, rights offerings and offering related investment banking services in addition to lending, deposit and foreign exchange products and services and focusing on investment in corporate debt securities and initial public offerings for smaller businesses;

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

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

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

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

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

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

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

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OUR ACQUISITION OF CHOHUNG BANK

Purpose of the Acquisition

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

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

total assets (from W 60 trillion to W 128 trillion; second largest in Korea), total loans (from W 41 trillion to W 89 trillion; second largest in Korea), deposits (from W 37 trillion to W 83 trillion; second largest in Korea), branches (from 334 to 780; second largest in Korea) and assets under management (from W 5 trillion to W 12 trillion; sixth largest in Korea);

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

net interest margin (2.83% to 3.55%).

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

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

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

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

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

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

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

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Goodwill amortization of approximately W 800 billion over a ten year period using the straight line method;

Income tax rate of 29.7%;

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

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

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

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

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

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

Dividends would be paid on our common shares at 15% of par value (or W 750 per share) from 2003 through 2008 and at 20% of par value (or W 1,000 per share) from 2009 through 2010; and

Our redeemable preferred shares issued to Korea Deposit Insurance Corporation would be redeemed in equal installments from the third anniversary date of the issuance date until the seventh anniversary date, and our redeemable preferred shares issued to the market would be redeemed in the following amounts: W 250 billion on the third anniversary date, W 350 billion on the fifth anniversary date and W 300 billion on the seventh anniversary date.

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

The Acquisition

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

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

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

The definitive terms of the acquisition were reflected in the Stock Purchase Agreement and the Investment Agreement, each dated July 9, 2003. The purchase price for the Chohung Bank shares consisted of (i) a maximum cash amount of W 1,718,800,548,296, of which W 900,000,000,000 was paid at the closing, with the W 652,284,172,800 being due two years from the closing, subject to reduction if certain loan portfolio quality conditions existing as of December 31, 2002 under Korean GAAP are not maintained, and W 166,516,375,496 being due two years from the closing, subject to reductions relating to the accuracy of representations and warranties contained in the Stock Purchase Agreement, (ii) 46,583,961 shares of our Redeemable Preferred Stock and (iii) 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 13.27% of our common shares as of December 31, 2002. For the terms of these preferred stocks, see Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock. In addition, we have agreed to make an earn out payment equal to 20% of Chohung Bank's net income for 2004, 2005 and 2006 in excess of W 1,800,000,000,000 in the aggregate as reflected under Korean GAAP. We have also agreed to make up the difference between the price at which outstanding exchangeable debt securities of Korea Deposit Insurance Corporation exchangeable into our shares through conversion of the Redeemable Convertible Preferred Stock are exchanged for our common shares and a price of W 18,086 per share with respect to up to a maximum of 44,720,603 common shares. The loan portfolio quality adjustment to the cash portion of the acquisition price referred to above will be based on the Korean GAAP performance of Chohung Bank's portfolios of certain large corporate loans, including corporate loans sold with recourse to the Korea Asset Management Corporation, and credit card loans. Any loan loss provisions, net charge-offs or other losses or costs associated with such adjustments and with adjustments associated with accuracy of representations and warranties referred to above will be reflected in the ordinary course on our consolidated income statement prepared under Korean GAAP. Any resultant cash amount when paid to Korea Deposit Insurance Corporation will be reflected on our consolidated balance sheet as additional goodwill from the acquisition prepared under Korean GAAP.

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

Pursuant to the terms of the Investment Agreement, we are required to obtain the consent of the Korea Deposit Insurance Corporation, to the extent permitted under applicable law, in order to declare dividends on

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our common shares in excess of W 750, if our net income under Korean GAAP is below W 800 billion in any given fiscal year while any of the Redeemable Preferred Stock and Redeemable Convertible Preferred Stock are outstanding.

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

Strategy

We intend to implement the integration of Shinhan Bank and Chohung Bank over a three-year transition period from the date of our acquisition of Chohung Bank by executing the following strategy:

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

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

unifying marketing strategy and branding to enhance overall market impact;

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

unifying product and service development;

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

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

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

Organization and Timetable

We intend to complete the integration of Shinhan Bank and Chohung Bank over a three-year period culminating in a merger of the two banks. We intend to accomplish this process in three phases as follows:

Phase I: Business portfolio, policy and strategy alignment

Phase I of the integration process will be as follows:

Credit policy (including risk management) and pricing alignment;

Joint business strategy development; and

Consideration of credit card and asset management businesses consolidation.

Phase II: Back-office and headquarters consolidation

Phase II of the integration process will be as follows:

Consideration of call center and loan collection consolidation;

Joint purchasing and development of information technology;

Full scale preparation for integration of information technology; and

Full scale preparation for integration of headquarters function.

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Phase III: Branch and organizational integration

Phase III of the integration process will be as follows:

Branch network reconfiguration;

Full scale IT mainframe integration; and

Integration of headquarters operations.

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

The *One Bank* initiative focuses on achieving near-term synergies and operational efficiencies in advance of the physical and systems integration, such as in the areas of sharing retail distribution channels, joint proposals and credit policies for large-scale loans and joint investor relations and public relations. The day-to-day implementation of the *One Bank* initiative is being handled by a joint work group established with working level employees participating from the holding company, Shinhan Bank and Chohung Bank, further broken down into task force teams and smaller work groups depending on the various areas of integration.

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

In connection with both of these initiatives, we have retained outside consulting firms to provide us with professional advice and examples of global best practice while improving fairness and objectivity in our decision-making process. We also have dedicated teams at our holding company level to provide certain support and back-office functions for these initiatives.

Recent Developments

In December 2003, our ownership increased to 81.15% following our additional capital injection of W 200 billion into Chohung Bank. In June 2004, we acquired the common shares of Chohung Bank that we previously did not own, which were 135,548,285 shares, or 18.85% of total common shares of Chohung Bank outstanding as of December 31, 2003, through a cash tender offer followed by a small-scale share swap under Korean law. We plan to delist the common shares of Chohung Bank from the Korea Stock Exchange in the near future.

Liquidity and Capital Resources

As consideration for our purchase of Chohung Bank shares, at closing, we (i) paid to Korea Deposit Insurance Corporation cash of W 900 billion, (ii) issued to Korea Deposit Insurance Corporation 46,583,961 shares of our Redeemable Preferred Stock, with a redemption price of W 842,517,518,646 and (iii) issued to Korea Deposit Insurance Corporation 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 13.27% of our shares of common stock as of December 31, 2002, with a redemption price of W 808,816,825,858. In August 2003, we raised W 900 billion in cash through the issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose vehicle. These redeemable preferred shares have terms that are different from the preferred shares issued to Korea Deposit Insurance Corporation.

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We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010.

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

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

	Due August							Total
	2004	2005	2006	2007	2008	2009	2010	
(In millions of Won)								
Redeemable Preferred Stock issued to KDIC	W	W	W 168,504	W 168,504	W 168,504	W 168,504	W 168,504	W 842,518
Redeemable Preferred Stock issued in the market through a special purpose vehicle			525,000		365,000		10,000	900,000
Convertible Preferred Stock(1)					808,817			808,817
Total	W	W	W 693,504	W 168,504	W 1,342,321	W 168,504	W 178,504	W 2,551,335

Note:

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

Pursuant to laws and regulations in Korea, we may redeem our preferred stock to the extent of our retained earnings of the previous fiscal year, net of certain reserves as determined under Korean GAAP. At this time, we expect that our future profitability should be adequate to provide us with sufficient capital resources to enable us to redeem our preferred stock pursuant to the scheduled maturities as described in the table above. In the event there is a short-term shortage of liquidity to make the required cash payments for redemption as a result of, among other things, failure to receive dividend payments from our operating subsidiaries on time, we plan to raise cash liquidity through the issuance of long-term debt in the Korean fixed-income market in advance of the scheduled maturity on our preferred stock. In addition, the Stock Purchase Agreement requires us to make cash payments of W 652,284,172,800 two years from the closing subject to reduction if certain loan portfolio quality conditions existing as of December 31, 2002 under Korean GAAP are not maintained, and W 166,516,375,496 two years from the closing, subject to reductions relating to the accuracy of representations and warranties contained in the Stock Purchase Agreement. As a result of uncertainties relating to loan quality conditions and possible breach of representations and warranties, it is impossible to predict at this time the actual amount of cash payments that will be due. To the extent we need to obtain additional liquidity, we plan to do so through the issuance of long-term debt and the use of our other secondary funding sources. See Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources .

Capital Adequacy

Chohung Bank's capital adequacy ratios as of December 31, 2002, December 31, 2003 and March 31, 2004, calculated based on guidelines issued by the Financial Supervisory Commission, were 8.66%, 8.87% and

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9.10%, respectively. Pursuant to the capital adequacy guidelines issued by the Financial Supervisory Commission, financial holding companies in Korea, including us, are required to maintain a minimum requisite capital ratio of at least 100%. Requisite capital ratio represents the ratio of net aggregate amount of our equity capital to aggregate amounts of requisite capital (all of which are described in Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Capital Adequacy). Although our estimated requisite capital ratio as of December 31, 2003 declined as a result of our acquisition of Chohung Bank, we have satisfied and expect to continue to satisfy the minimum requisite capital ratio requirement. Our acquisition of Chohung Bank did not affect the capital adequacy ratios of our other operating subsidiaries, including Shinhan Bank and Shinhan Card.

In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. This transaction was subject to the rights of dissenting shareholders of Chohung Bank, who had the right to require Chohung Bank to purchase the shares held by such dissenting shareholders at a price determined in accordance with Korean laws and regulations. The number of shares subject to such purchase by Chohung Bank was 66,363,126 shares, amounting to a purchase price of approximately W 204 billion. Chohung Bank is required to reduce its total Tier I and Tier II capital by such purchase price, resulting in an anticipated 0.50% decrease in Chohung Bank's total Tier I and Tier II capital adequacy ratio.

Table of Contents**BUSINESS OVERVIEW**

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

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

Our Branch Network and Distribution Channels

Through branches maintained at various levels of our subsidiaries, we offer a variety of financial services to retail and corporate customers. The following table presents the geographical distribution of our domestic branch network, according to our principal subsidiaries with branch networks, as of December 31, 2003.

	Shinhan Bank		Chohung Bank		Jeju Bank	Good Morning Shinhan Securities	Shinhan Card(1)	Total
	Retail	CorpoRate	Retail	Corporate				
Seoul and metropolitan	141	47	190	42	1	36	3	460
Kyunggi Province	63	14	73	15		13	1	179
Six major cities:	44	14	87	15	1	20	5	186
Inchon	14	4	17	3		2	1	41
Busan	11	4	25	4	1	6	1	52
Kwangju	5	1	9	2		3	1	21
Taegu	6	3	16	3		4	1	33
Ulsan	4	1	8	1		2		16
Taejon	4	1	12	2		3	1	23
Sub-total	248	75	350	72	2	69	9	825
Others	23	8	120	15	30	15		211
Total	271	83	470	87	32	84	9	1,036

Note:

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

Banking Branch Network

As of December 31, 2003, Shinhan Bank had 354 branches in Korea. Shinhan Bank's branch network is designed to focus on providing one-stop banking services tailored to one of the three customer categories: retail customers, small- and medium-sized enterprises customers and large corporate customers. Under the customer oriented branch network, branch officers operate under the sole and independent supervision of their respective division profit centers, providing one-stop banking services tailored to their respective customer groups. Of the 354 total domestic branches, three branches specialize in serving large corporations, 80 branches concentrate on small-and medium-sized enterprises and 271 branches focus on retail customers.

As of December 31, 2003, Chohung Bank had an extensive nation-wide branch network with a total of 557 branches in Korea. With key branches located in high traffic locations such as airports, hospitals and other public facilities, Chohung Bank believes that it provides its customers with convenience and efficiency that enables Chohung Bank to secure a significant source of stable funding at competitive rates.

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

Retail Banking Branches

In Korea, many retail transactions are conducted in cash or with credit cards, and conventional checking accounts are generally not offered or used as widely as in other countries. As a result, an extensive retail

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branch network plays an important role for Korean banks as customers generally handle most transactions through bank branches.

Shinhan Bank's 141 retail branches are principally located near Seoul and its metropolitan area to target and service high net worth individuals. Chohung Bank has an extensive nationwide network of 470 retail branches covering all regions of Korea, which also offers credit card-related services in addition to conventional consumer lending.

Chohung Bank has traditionally focused on and continues to focus on retail banking. To focus more on profitability, it has developed and has been implementing what it refers to as "deepening customer relationship branches" or DCR branches, which have separate layouts from conventional branches and provides easier access and differentiated services to high net worth customers. As of December 31, 2003, Chohung Bank had 81 DCR branches located primarily in strategic locations in major Korean cities.

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

Corporate Banking Branches

In order to service corporate customers and attract high-quality borrowers, in particular from the small- and medium-sized enterprises sector, Shinhan Bank has developed a relationship management system within its domestic branch network and strengthened its marketing capability. Shinhan Bank's relationship managers help us foster enduring relationships with our corporate customers, the small- and medium-sized enterprises in particular. Shinhan Bank has 80 corporate banking branches with these relationship management teams focusing on serving its small- and medium-sized enterprises customers. Recently, as part of an effort to centralize our resources and institutional knowledge with respect to our corporate customer base, Shinhan Bank have reduced the number of banking branch offices that offer services to large corporate customers. Shinhan Bank expects its headquarters to be much better positioned to effect policies and business strategies throughout its branch network. This should lead to greater efficiency and better services being provided to these customers. Shinhan Bank has three corporate branches solely dedicated to large corporate customers, all of which are located in Seoul, Korea.

In August 2002, in order to service quality corporate customers, in particular from the small- and medium-sized enterprises sector, Chohung Bank spun off the corporate sections from its existing branches and created separate corporate banking branches. Chohung Bank currently has 87 corporate banking branches, consisting of six large corporate branches and 81 small- and medium-sized enterprises branches. These corporate banking branches operate independently from the retail banking branches and form a separate corporate banking branch network. Each corporate banking branch has its own general manager and is dedicated solely to large corporate customers.

Self-Service Terminals

In order to complement our branch network, we have established an extensive network of automated banking machines, which are located in branches and in unmanned outlets. These automated banking machines consist of ATMs, cash dispensers and passbook printers. As of December 31, 2003, Shinhan Bank had 1,046 cash dispensers and 1,327 ATMs and Chohung Bank had 1,629 cash dispensers, 3,026 ATMs and 359 passbook printers. We have actively promoted the use of these distribution outlets in order to provide convenient service to customers, as well as to maximize the marketing and sales functions at the branch level, reduce employee costs and improve profitability. We believe that the use of our automated banking machines has increased in recent years. We estimate that, in 2003, automated banking machine transactions accounted for approximately 27.1% of total deposit and withdrawal transactions of Shinhan Bank and 49.8% of those of Chohung Bank.

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

	For the Year Ended December 31,		
	2001	2002	2003
Shinhan Bank:			
ATMs and cash dispensers	2,064	2,212	2,373
Number of transactions (millions)	103	117	107
Fee revenue (billions of Won)	W 14	W 19	W 20
Chohung Bank:			
ATMs and cash dispensers	4,822	5,011	4,655
Number of transactions (millions)	285	338	281
Fee revenue (billions of Won)	W 30	W 41	W 42

Electronic Banking

Since launching Korea's first internet banking service in July 1999, Shinhan Bank has been widely acknowledged in the print and electronic media as the internet banking leader among Korean commercial banks. Shinhan Bank's internet banking services are more comprehensive than those available at the counter, including such services as 24 hour account balance posting, real-time account transfer, overseas remittance and loan requests. Consistent with the fact that Korea has the highest internet supply rate in the world and an active e-business market, internet banking has continued to grow at a rapid pace. In 2003, internet banking made up 24.4% of total banking transactions of Shinhan Bank, an increase from 19.8% in 2002 and 14.3% in 2001. In the case of loans, in particular, an average of approximately 35,725 requests are made per month, twice as many as the number made through the branch channels. Among the electronic banking service customers of Shinhan Bank in 2003, 959,038 were retail customers and 64,156 were corporate customers.

Chohung Bank launched its electronic banking services in May 1993, allowing customers to transfer funds, make account inquiries and receive account statements by telephone and facsimile. Chohung Bank provides a 24-hour phone banking service which facilitates money transfers and account inquiries as well as Chohung Bank's efforts to market its products and services through the phone. The internet banking system, launched in July 1999, enables customers to transfer funds more conveniently than under the existing phone banking system. In 2003, internet banking made up 18.9% of total banking transactions of Chohung Bank. In the case of loans, in particular, an average of approximately 4,400 requests are made per month. Among the electronic banking service customers of Chohung Bank in 2003, 2,392,572 were retail customers and 24,843 were corporate customers.

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

	For the Year Ended December 31,		
	2001	2002	2003
Shinhan Bank:			
Telephone banking(1):			
Number of users(2)	382,305	792,317	1,109,552
Number of transactions (in thousands)	25,362	27,792	39,670
Internet banking(1):			
Number of users(2)	349,872	741,552	1,023,195
Number of transactions (in thousands)(3)	114,202	224,652	306,667
Total fee revenue (millions of Won)	W 9,133	W 13,244	W 18,325
Chohung Bank:			
Telephone banking(1):			
Number of users(2)	2,144,000	2,485,000	2,670,658
Number of transactions (in thousands)(3)	80,971	119,429	120,931
Internet banking(1):			
Number of users	1,526,000	1,974,000	2,417,415
Number of transactions (in thousands)(3)	64,695	121,094	141,196
Total fee revenue (millions of Won)	W 27,224	W 32,119	W 35,052

Notes:

- (1) Includes 711,391 users of Shinhan Bank and 202,486 users of Chohung Bank who were simultaneously using both telephone banking and internet banking.
- (2) Includes customers using services of both Shinhan Bank and Chohung Bank.
- (3) Includes account inquiries and balance transfers.

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

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

Table of Contents*Overseas Branch Network*

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

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

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

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

Note:

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

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

Credit Card Distribution Channels

As part of our strategy to focus on cross-selling of credit card products and services to our banking customers, we generally markets our credit card products and services to our customers through our established retail distribution channels, primarily through retail and corporate banking branch network of Shinhan Bank and Chohung Bank, including automated transaction machines. In addition, as of December 31, 2003, Shinhan Card had nine sales offices nationwide, which primarily focus on attracting new credit card customers.

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Securities Brokerage Distribution Channels

Our Securities Brokerage Services is conducted principally through Good Morning Shinhan Securities. As of December 31, 2003, Good Morning Shinhan Securities had 84 branches nationwide and two overseas subsidiaries based in New York and London to service our customers in this business.

Approximately 60.71% of our brokerage branches are located in the Seoul metropolitan area with a focus to attract high net worth individual customers and also to achieve synergy with our retail and corporate banking branch network. In the corporate sector in particular, we continue to explore new opportunities through cooperation between Good Morning Shinhan Securities and Shinhan Bank and Chohung Bank.

Our Principal Activities

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

The comprehensive financial services that we provides are:

Commercial banking services, consisting of the following:

Retail banking services;

Corporate banking services, comprised of two divisions:

Small- and medium-sized enterprises banking; and

Large corporate banking;

Credit cards services;

Treasury and securities investment

Other banking services

Securities brokerage services

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

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

Deposit-Taking Activities

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

Demand deposits, which either do not accrue interest or accrue interest at a lower rate than time or savings deposits. Demand deposits allow the customer to deposit and withdraw funds at any time and, if they are interest bearing, accrue interest at a fixed or variable rate depending on the period and the amount of deposit. Retail and corporate demand deposits constituted approximately 9.8% of our total deposits as of December 31, 2003 and paid average interest of 1.39% in 2003, and approximately 4.9% of our total deposits as of December 31, 2002 and paid average interest of 1.39% in 2002.

Time deposits, which generally require the customer to maintain a deposit for a fixed term during which the deposit accrues interest at a fixed rate or variable rate based on the Korean Composite Stock Price Index (KOSPI). If the amount of the deposit is withdrawn prior to the end of the fixed term, the customer will be paid a lower interest rate than that originally offered. The term for time deposits typically ranges from one month to seven years. Retail and corporate time deposits constituted approximately 49.1% of our total deposits as of December 31, 2003 and paid average interest of 4.19%

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in 2003, and approximately 54.3% of our total deposits as of December 31, 2002 and paid average interest of 4.91% in 2002.

Mutual installment deposits, which generally require the customer to make periodic deposits of a fixed amount over a fixed term during which the deposit accrues interest at a fixed rate. If the amount of the deposit is withdrawn prior to the end of the fixed term, the customer will be paid a lower interest rate than that originally offered. The term for installment deposits typically ranges from six months to five years. Mutual installment deposits constituted approximately 3.2% of our total deposits as of December 31, 2003 and paid average interest of 5.36% in 2003, and approximately 4.8% of our total deposits as December 31, 2002 and paid average interest of 6.07% in 2002.

Savings deposits, which allow the customer to deposit and withdraw funds at any time and accrue interest at an adjustable interest rate, which is lower than time or installment deposits. Currently, interest on savings deposits ranges from zero interest to 3.8%. Saving deposits constituted approximately 29.4% of our total deposits as of December 31, 2003 and paid average interest of 1.46% in 2003, and approximately 28.5% of our total deposits as of December 31, 2002 and paid average interest of 1.85% in 2002.

Marketable deposits, consisting of certificates of deposit, cover bills and bonds sold under repurchase agreements that have maturities ranging from 30 days to 365 days. Interest rates on marketable deposits are determined based on the length of the deposit and prevailing market interest rates. Certificate of deposits are sold on a discount to their face value, reflecting the interest payable on the certificate of deposit. Under U.S. GAAP, cover bills sold are reflected as short-term borrowings and bonds sold under repurchase agreements are reflected under secured borrowings.

Foreign currency deposits, which accrue interest at an adjustable rate and are available to Korean residents, nonresidents and overseas immigrants. Shinhan Bank offers foreign currency demand and time deposits and checking and passbook accounts in 15 currencies and Chohung Bank offers such accounts in 17 foreign currencies. Deposits in foreign currency constituted approximately 5.84% of our total deposits as of December 31, 2003 and paid average interest of 0.66% in 2003, and approximately 5.64% of our total deposits as of December 31, 2002 and paid average interest of 1.78% in 2002.

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

Housing subscription time deposits, which are special purpose time deposit accounts providing the holder with a preferential right to subscribe for new private apartment units under the Housing Construction Promotion Law. This law is the basic law setting forth various measures supporting the purchase of houses and the supply of such houses by construction companies. If a potential home-buyer subscribes for these deposit products and holds them for a certain period of time as set forth in the Housing Construction Promotion Law, such deposit customers obtain the right to subscribe for new private apartment units on a priority basis under this law. Such preferential rights are neither transferable nor marketable in the open market. These products accrue interest at a fixed rate for one year and at an adjustable rate after one year, which are consistent with other time deposits. Deposit amounts per account range from W 2 million to W 15 million depending on the size and location of the dwelling unit. These deposit products target high and middle income households.

Housing subscription installment savings deposits, which are monthly installment savings programs providing the holder with a preferential subscription right for new private apartment units under the Housing Construction Promotion Law. Such preferential rights are neither transferable nor marketable in the open market. These deposits require monthly installments of W 50,000 to W 500,000, have maturities between three and five years and accrue interest at fixed rates depending on the term, which are consistent with other installment savings deposits. These deposit products target low- and middle-income households.

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

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

	As of December 31,		
	2001	2002	2003
	(In thousands, except branches)		
Shinhan Bank:			
Retail deposit customers(1)	5,073	5,361	5,551
Active retail deposit customers(2)	1,581	1,624	1,621
Corporate deposit customers	83	93	101
Domestic branches	328	341	354
Chohung Bank:			
Retail deposit customers(1)	9,402	9,932	9,239
Active retail deposit customers(3)	2,846	2,913	2,619
Corporate deposit customers	126	137	138
Domestic branches(4)	447	536	557

Notes:

- (1) Based on the classification for the purpose of customer management, retail deposit customers include individual deposit customers, foreigners, sole proprietorships and certain small- and medium-sized enterprises deposit customers classified as retail customers depending on a number of factors, including those small- and medium-sized enterprises to whom a credit of less than W 1 billion has been extended and who are sole proprietors.
- (2) For Shinhan Bank, represents customers (i) whose average monthly account balance is W 300,000 or more or (ii) who is 20 years of age or more, has an average loan balance during the year, and accordingly is required to maintain a deposit account with Shinhan Bank to service payment of interest on, and principal of, such loans.
- (3) For Chohung Bank, represents customers whose aggregate of outstanding balances of all accounts as of December 31 of each year was W 100,000 or more.
- (4) The significant increase in the number of branches in 2002 was primarily due to Chohung Bank's reconfiguration of branches into retail and corporate branches.

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

We believe that Chohung Bank holds the largest amount of deposits made by litigants in connection with legal proceedings in Korean courts or by persons involved in disputes as of December 31, 2003. In Korea, a debtor may discharge his obligation by depositing the subject of performance with the court for the creditor if a creditor refuses to accept payment of debt or is unable to receive it, or if the debtor cannot ascertain without any negligence who is entitled to the payment. Also, in instances in which there has been a preliminary attachment of real property, the property owner may deposit in cash the amount being claimed by such preliminary attachment holder in escrow with the court, in which case the court will remove such lien or attachment. Chohung Bank has been performing such court deposit services since 1958, and has developed an infrastructure of equipment, software and personnel for such business. Such deposits in the past have carried interest rates, which were generally lower than market rates (on average approximately 2% per annum). Such deposits totaled W 3,887 billion, W 3,872 billion and W 4,205 billion as of December 31, 2001, December 31, 2002 and December 31, 2003, respectively.

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

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

The Depositor Protection Act provides for a deposit insurance system where the Korea Deposit Insurance Corporation guarantees to depositors the repayment of their eligible bank deposits. The deposit insurance system insures up to a total of W 50 million per depositor per bank. See Item 4. Information on the Company - Supervision and Regulation - Principal Regulations Applicable to Banks - Deposit Insurance System .

Retail Banking Services

Overview

We provide *retail banking services* primarily through Shinhan Bank and Chohung Bank, our two largest subsidiaries, and, to a much lesser extent, through Jeju Bank, a regional commercial bank. The consumer loans of Shinhan Bank amounted to W 17,831 billion (not including credit cards) as of December 31, 2003, which represented approximately 50.8% of our total consumer loans (not including credit cards) as of the same date, and the consumer loans of Chohung Bank amounted to W 15,712 billion (not including credit cards) as of December 31, 2003, which represented approximately 44.8% of our total consumer loans (not including credit cards) as of the same date.

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

Retail banking of Shinhan Bank has been and will continue to remain one of our core businesses. Shinhan Bank's strategy in retail banking is to provide prompt and comprehensive service to retail customers through increased automation and improved customer service, as well as a streamlined branch network focused on sales. The retail segment places an emphasis on targeting high net worth individuals. As of December 31, 2003, Shinhan Bank had approximately 49,000 high net worth customers with deposits of W 100 million or more.

Chohung Bank leverages its customer information database to actively market and cross-sell to, as well as focus more resources on, its most profitable customers. In addition, Chohung Bank, through its newly-formed Product Development Division expects to offer a wider variety of products differentiated and targeted towards differentiated customer segments with a greater focus on the high margin, high net worth individuals. As of December 31, 2003, Chohung Bank had approximately 34,000 high net worth customers with deposits of W 100 million or more.

Consumer Lending Activities

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

Mortgage and home equity loans, mostly comprised of mortgage loans which are loans to finance home purchases and are generally secured by the home being purchased (more than 92.8% of which have a maturity of five years or less that can be rolled over); and

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

As of December 31, 2003, mortgage and home-equity loans and other consumer loans accounted for 58.5% and 41.5%, respectively, of our consumer loans (excluding credit cards).

For secured loans, including mortgage and home equity loans, Shinhan Bank's policy is to lend up to 50%-70% of the appraisal value of the collateral, also by taking into account the value of any lien or other security interest that is prior to our security interest (other than petty claims). Chohung Bank's policy is to lend up to the estimated recovery value of the collateral, which Chohung Bank calculates based on the average value of collateral published by courts as recovered through court-approved auctions during the previous year and further adjusted to take into account the existence of any lien or other security interest that is prior to Chohung Bank's security interest. For the year ended December 31, 2003, the average initial loan-to-value ratios of mortgage and home equity loans, under Korean GAAP, of Shinhan Bank and Chohung Bank were approximately 56.48% and approximately 63.28%, respectively.

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

As of December 31, 2003, approximately 95.4% of our mortgage and home equity loans were secured by residential property which is the subject of the loan and approximately 1.5% of our mortgage and home equity loans were guaranteed by the government housing-related funds. In Korea, contrary to general practices in the United States, it is a common practice in Korea for construction companies in Korea to require buyers of new homes (particularly apartments under construction) to make installment payments of the purchase price well in advance of the title transfer of the home being purchased. In connection with this common practice, we provide advance loans, on an unsecured basis for the time being, to retail borrowers where the use of proceeds is restricted for this purpose of financing home purchases. A significant portion of these loans are guaranteed by third parties, which may include the construction company receiving the installment payment, until construction of the home is completed. Once construction is completed and the title to the homes are transferred to the borrowers, which may take several years, these loans become secured by the new homes purchased by these borrowers. As of December 31, 2003, we had approximately W 634 billion of such unsecured loans, classified as mortgage and home equity loans and representing approximately 3.1% of our total mortgage and home equity loans. To the extent that such loans remain unsecured or to the extent that any guarantees outstanding are insufficient to cover all future losses, we may be required to establish larger allowances for loan losses with respect to any such loans that become non-performing.

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

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

	As of December 31,		
	2001	2002	2003(1)
	(In billions of Won, except percentages)		
Consumer loans(2)			
Mortgage and home-equity	W 7,253	W 11,539	W 20,517
Other consumer	3,537	4,962	14,580
Percentage of consumer loans to total gross loans	32.1%	36.6%	36.8%

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Notes:

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

Pricing

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

As of December 31, 2003, Shinhan Bank's three-month, six-month and twelve-month base rates were approximately 4.35%, 4.57% and 4.80%, respectively, and Chohung Bank's three-month, six-month and twelve-month base rates were approximately 4.36%, 4.62% and 4.62%, respectively. As of December 31, 2003, Shinhan Bank's fixed-rates for home equity loans with a maturity of one year, two years and three years were 7.80%, 8.10% and 8.40%, respectively, and Shinhan Bank's fixed-rates for other consumer loans with a maturity of one year ranged from 8.75% to 12.25% depending on the consumer credit scores of its customers, while Chohung Bank's fixed-rates for home equity loans with a maturity of one year, two years and three years were 6.39%, 6.69% and 6.90%, respectively, and Chohung Bank's fixed-rates for other consumer loans with a maturity of one year ranged from 7.50% to 15.00% depending on the consumer credit scores of its customers.

As of December 31, 2003, approximately 86.9% of our consumer loans were priced based on a floating rate and approximately 13.1% were priced based on a fixed rate. As of the same date, approximately 95.2% of our consumer loans with maturity of over one year were priced based on a floating rate and approximately 4.8% were priced based on a fixed rate.

Private Banking

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

We believe that we were one of the first banks to initiate private banking in Korea. We opened our first Private Banking Center in Seoul in 2002 to serve the needs of high net worth customers, in particular those customers with deposits of W 1 billion or more, and we currently have five private banking centers both of which are located in Seoul metropolitan area. While we believe that the market for private banking services in Korea is still at an early stage of development, in connection with our strategy to target high net worth retail customers, we established a separate private banking department within Shinhan Bank in 2003 to further develop and improve our services in this area.

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

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

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

	As of December 31,					
	2001		2002		2003	
	(In billions of Won, except percentages)					
Small- and medium-sized enterprises loans(1)	W 11,690	34.7%	W 14,649	32.5%	W 38,055	40.0%
Large corporate loans(2)	9,115	27.1	11,139	24.7	16,031	16.8
Total corporate loans	W 20,805	61.8%	W 25,788	57.2%	W 54,086	56.8%

Notes:

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

Small- and medium-sized Enterprises Banking

The small- and medium-sized enterprise loans of Shinhan Bank amounted to W 19,733 billion as of December 31, 2003, which represented approximately 51.9% of our small- and medium-sized enterprise loans as of the same date and those of Chohung Bank amounted to W 16,224 billion as of December 31, 2003, which represented approximately 42.6% of our total small- and medium-sized enterprise loans as of the same date. Under the Basic Act on Small and Medium-sized Enterprises and its Presidential Decree, small- and medium-sized enterprises are defined as companies which (i) do not have employees and assets exceeding the number or the amount, as the case may be, specified in accordance with their types of businesses in the Presidential Decree and (ii) do not belong to a conglomerate as defined in the Monopoly Regulations and Fair Trade Act. As of December 31, 2003, we had approximately 117,000 small- and medium-sized enterprises loan customers, consisting of 49,000 customers with Shinhan Bank and 68,000 customers with Chohung Bank (not taking into account any overlaps between the two). Shinhan Bank's small- and medium-sized enterprises business has historically focused on larger and well-established small- and medium-sized enterprises in Korea that prepared financial statements audited by independent auditors. This focus is based on our belief and historical observation that the larger and, in many cases, more sound businesses tend to engage independent auditors and strengthen investor confidence. Chohung Bank has traditionally focused on large corporate and retail banking and, as a result, its small- and medium-sized enterprises lending portfolio has increased during recent years with a focus on higher profit, higher risk customers who are comparatively smaller than Shinhan Bank's customers. As of December 31, 2003, our small- and medium-sized enterprise banking operation was the largest among Korean banks in terms of the total amount of Won-denominated loans to small- and medium-sized enterprises that are audited by certified public accountants, with W 5,070 billion, or 31.9% of our total Won-denominated loans to small- and medium-sized enterprises, outstanding to Shinhan Bank's 2,689 customers and W 3,736 billion, or 25.9% of our total Won-denominated loans to small- and medium-sized enterprises, outstanding to Chohung Bank's 1,595 customers, with over 10% in market share. As a result, we believe that our banking operation had the largest market share of small- and medium-sized enterprises customers subject to independent audit.

Our small- and medium-sized enterprises banking business has traditionally been and will remain one of our core businesses. However, the small- and medium-sized enterprise business is currently the focus of

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intense competition among large commercial banks and the opportunities for us to expand our business with more established small- and medium-sized enterprises have been reduced. During recent years, most of the nationwide banks have shifted their focus to or increased their emphasis on this type of lending, as opportunities in the large corporate and retail sectors diminished. While we expect competition in this sector to intensify, we believe that our established customer base, quality brand image and experienced lending staff will provide an opportunity to maintain steady growth in this environment.

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

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

begun operating a relationship management system to provide targeted and tailored customer service to small-and medium-sized enterprises. Shinhan Bank has 167 corporate banking branches with relationship management teams. These relationship management teams market products and review and approve smaller loans that pose less credit risks; and

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

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

Since 2002, the industry-wide delinquency ratios for loans to small- and medium-sized enterprises have been rising. According to data compiled by the Financial Supervisory Service, the delinquency ratio (net of charge-offs, which has also increased significantly) for Won-denominated loans by Korean banks to small- and medium-sized enterprises increased from 1.65% as of December 31, 2001 to 2.19% as of December 31, 2003. The delinquency ratio for loans to small- and medium-sized enterprise is calculated as the ratio of (1) the outstanding balance of such loans in respect of which either principal payments are overdue by one day or more or interest payments are over due by 14 days or more (if prior interest payments on a loan were made late on more than three occasions, in which case the loan is considered delinquent if interest payments are overdue by one day or more) to (2) the aggregate outstanding balance of such loans. Shinhan Bank's delinquency ratio, calculated under Korean GAAP, for such loans increased from 1.36% as of December 31, 2001 to 1.75% as of December 31, 2003 and to 2.11% as of March 31, 2004. Chohung Bank's delinquency ratio, calculated under Korean GAAP, for such loans increased from 1.60% as of December 31, 2001 to 3.49% as of December 31, 2003 and to 4.47% as of March 31, 2004. In particular, Shinhan Bank's delinquency ratios, calculated under Korean GAAP, for Won-denominated loans to small- and medium-sized enterprises that do not prepare audited financial statements were 2.46% as of December 31, 2003 and 2.70% as of March 31, 2004. Such delinquency ratios for Chohung Bank were 4.86% as of December 31, 2003 and 5.77% as of March 31, 2004. Shinhan Bank's delinquency ratios for loans to small unincorporated businesses and sole proprietorships were 1.56% as of December 31, 2003 and 2.21% as of March 31, 2004. Such delinquency ratios for Chohung Bank were 3.03% as of December 31, 2003 and 4.02% as of March 31, 2004. These delinquencies may rise further in 2004 compared to 2002 and 2003. Our current focus of small-and medium-sized enterprise lending business is to improve the asset quality and maintain the profitability of our loans to small- and medium-sized enterprises.

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Large Corporate Banking

Large corporate customers consist primarily of member companies of chaebols and financial institutions. Large corporate loans of Shinhan Bank amounted to W 8,040 billion as of December 31, 2003, which represented approximately 50.2% of our total large corporate loans as of the same date, and those of Chohung Bank amounted to W 7,243 billion as of December 31, 2003, which represented approximately 45.2% of our total large corporate loans as of the same date. As a late entrant into the Korean commercial banking industry, large corporate banking has not been a core business of Shinhan Bank and its focus of business in this customer sector has been on investments in corporate debt securities and fee-based businesses rather than conventional lending activities. On the other hand, Chohung Bank, the oldest commercial bank in Korea that we acquired in 2003, has traditionally focused on large corporate customers as its core corporate banking business.

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

Corporate Lending Activities

Our principal loan products for corporate customers are working capital loans and facilities loans. Working capital loans, which include discounted notes and trade financing, are, in general, loans used for general working capital purposes. Facilities loans are provided to finance the purchase of equipment and the establishment of manufacturing won-denominated plants. As of December 31, 2003, working capital loans and facilities loans amounted to W 31,500 billion and W 3,836 billion, respectively, representing 89.1% and 10.9% of our total Won-denominated corporate loans under Korean GAAP. Working capital loans generally have a maturity of one year, but may be extended on an annual basis for an aggregate term of three years in the case of unsecured loans and five years in the case of secured loans. Facilities loans, which are generally secured, have a maximum maturity of ten years.

Loans to corporations may be unsecured or secured by real estate, deposits or guaranty certificates. As of December 31, 2003, under Korean GAAP, secured loans and guaranteed loans (including loans secured by guaranty certificates issued by credit guarantee insurance funds) accounted for 52.7% and 13.4%, respectively, of Shinhan Bank's Won-denominated loans to small- and medium-sized enterprises. Among the secured loans, approximately 89.8% were secured by real estate. As of December 31, 2003, under Korean GAAP, secured loans and guaranteed loans accounted for 17.2% and 6.6%, respectively, of Shinhan Bank's Won-denominated loans to large corporate customers. Among the secured loans, approximately 80.4% were secured by real estate. As of December 31, 2003, under Korean GAAP, secured loans and guaranteed loans (including loans secured by guaranty certificates issued by credit guarantee insurance funds) accounted for 36.8% and 13.5%, respectively, of Chohung Bank's Won-denominated loans to small-and medium-sized enterprises. Among the secured loans, approximately 81.3% were secured by real estate. As of December 31, 2003, under Korean GAAP, secured loans and guaranteed loans accounted for 17.4% and 1.0%, respectively, of Chohung Bank's Won-denominated loans to large corporate customers. Among the secured loans, approximately 84.6% were secured by real estate.

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

As of December 31, 2003, in terms of outstanding loan balance, 43.0% of our corporate loans were extended to borrowers in the manufacturing industry, 15.9% were to borrowers in the retail and wholesale

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industry, 11.3% were to the borrowers in the real estate, leasing and service industry, 5.5% were to borrowers in the construction industry, and 3.0% were extended to borrowers in the finance and insurance industry. Recently, loans to corporate borrowers in the real estate, leasing and service industry and the hotel and leisure industry, which are principally small- and medium-sized enterprises, have begun experiencing an increase in delinquencies as well as deterioration in credit quality. Under Korean GAAP, delinquency ratio for Won-denominate loans to the real estate, leasing and service industry was 3.97% for Chohung Bank and 1.38% for Shinhan Bank as of December 31, 2003. Under Korean GAAP, delinquency ratio for Won-denominate loans to the hotel and leisure industry was 5.06% for Chohung Bank and 1.59% for Shinhan Bank as of December 31, 2003. Shinhan Bank's Won-denominate corporate loans classified as substandard or below under the guidelines of the Financial Supervisory Commission increased from W 337 billion as of December 31, 2001 to W 557 billion as of December 31, 2003 and Chohung Bank's Won-denominated corporate loans classified as substandard or below were W 588 billion as of December 31, 2003, as compared to W 465 billion as of December 31, 2001.

Pricing

We establish the price for our corporate loan products at each of Shinhan Bank and Chohung Bank based principally on their respective cost of funding and the expected loss rate based on a borrower's credit risk. As of December 31, 2003, 58.9% of Shinhan Bank's corporate loans with outstanding maturities of one year or more had interest rates that were not fixed but were variable in reference to Shinhan Bank's market rate and 54.2% of Chohung Bank's corporate loans with outstanding maturities of one year or more had interest rates that were not fixed but were variable in reference to Chohung Bank's market rate.

Shinhan Bank

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

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

Depending on the situation and Shinhan Bank's agreement with the borrower, Shinhan Bank may use either its periodic market floating rate or the reference rate as the base rate in calculating its pricing. As of December 31, 2003, Shinhan Bank's periodic market floating rates (which is based on a base rate determined for three-month, six-month, one-year, two-year, three-year or five-year periods derived using Shinhan Bank's market rate system) were 4.35% for three months, 4.57% for six months, 4.80% for one year, 5.02% for two years, 5.19% for three years and 5.34% for five years. As of the same date, Shinhan Bank's reference rate was 8.75%.

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

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

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

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Chohung Bank

Chohung Bank generally determines pricing of our loans as follows:

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

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

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

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

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

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

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

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

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

Electronic Corporate Banking

Shinhan Bank launched its electronic corporate banking services connecting its corporate customers through dedicated subscriber lines in 1991. Shinhan Bank has since developed its electronic corporate banking services to offer to corporate customers a web-based total cash management service through Shinhan Bizbank. Shinhan Bizbank supports all types of banking transactions from basic transaction history inquiries and fund transfers to opening letters of credit and trade finance. Products and services related to cash management include payment management, collection management, sales settlement service, acquisition settlement service, B2B settlement service, sweeping and pooling. By offering such information technology-related products and services such as purchase cards, loans for purchasing goods, e-biz loans, and a B2B settlement service, Shinhan Bank is able to continue to develop its image as one of the leaders in electronic corporate banking. Through the enhancement of Shinhan Bizbank and its cash management service, we intend to improve the support service system related to customer cash management. Shinhan Bizbank's services were being used by 64,156 corporations as of December 31, 2003 and, in 2003, its number of transactions and the aggregate transaction amount were 8,677,187 and W 236,354 billion, respectively.

Chohung Bank launched its electronic corporate banking through e-FNS in January 2002. e-FNS not only offers cash management services, including payment management, but also B2B settlement service and enterprise resources planning service. Enterprise resource planning service includes accounting, human resources, salary payments, procurement, sales settlement service and production management and also offers cashflow management and tax management to its corporate customers. Chohung Bank's electronic corporate banking service were being used by 24,843 corporations as of December 31, 2003 and, in 2003, its number of transactions and the aggregate transaction amount were 5,704,084 and W 27,303 billion, respectively.

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Credit Card Services

Overview

As of December 31, 2003, Our total credit card balance outstanding was W 6,112 billion, or 6.4% of our total loans outstanding as of the same date, which consists of W 2,432 billion with Shinhan Card and W 3,680 billion with credit card operations of Chohung Bank.

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

Chohung Bank currently has an active credit card business primarily through BC Card Co., Ltd. (BC Card). BC Card is owned by 11 consortium banks. Chohung Bank currently holds 14.85% equity interest in BC Card. BC Card issues credit cards under the names of the member banks, substantially all of which are licensed to use MasterCard, Visa or JCB. This allows holders of BC Card to use their cards at any establishment which accepts MasterCard, Visa or JCB, as the case may be. On January 4, 2002, Chohung Bank released its own credit card, Forever, and the number of cardholders of Forever has reached approximately 220,168 members as of December 31, 2003.

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

Products and Services

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

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

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

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

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

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

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

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

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Cardholders have several options for repayment of balances as follows:

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

installment purchases, which require payment approximately within 20 to 54 days after purchase and are repayable on an even-payment installment basis over a period of time ranging from two months to three years and generally accrue interest;

cash advances, which are repayable on a lump-sum basis at the end of a monthly billing cycle and generally accrue interest effective annual rates of approximately 20.0% to 27.0%; and

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

Cardholders are also eligible to apply for credit card loans, up to a maximum principal amount of W 20 million. Credit card loans are unsecured, have initial maturities of one year and currently accrue interest at the effective annual rates of approximately 16.0% to 20.5%.

Income from the credit card business consists of annual fees paid by cardholders, installment purchase fees, cash advance fees, interest on late and deferred payments and fees paid by merchants, with fees from merchants and cash advance fees constituting the largest source. Merchant discount fees, which are processing charges on the merchants, can be up to 4.5% of the purchased amount depending on the merchant used, with the average charge being 2.3%.

Although the revolving credit system is more common in the United States and many other countries, this payment system is still in its early stages of development in Korea. Credit card holders in Korea are required to pay for their purchases within approximately 20 to 54 days of purchase depending on their payment cycle and, except in the case of installment purchases where the charged amounts are repaid in installments, typically during the following three to six months. Credit card accounts that remain unpaid after this period are deemed to be delinquent accounts. We charge penalty interest on delinquent accounts and closely monitor such accounts. For purchases made by installments, we charge interest on unpaid amounts at rates that vary according to the terms of repayment.

In certain cases, credit card companies in Korea, including Shinhan Card and Chohung Bank, have been allowed to rewrite delinquent credit card balances for purchase and cash advance as credit card loans. Each of Shinhan Card and Chohung Bank rewrites a small number of card balances as a means of maximizing collection related to a relatively small number of borrowers who are suffering from temporary financial difficulties where it believes it is probable that all or substantially all principal and interest will ultimately be recovered. Credit card customers of Shinhan Card may apply for entry into the rewritten loan program (i) when the loan balance is past due three months and the borrower applying for entry into this program secures one or more guarantors meeting certain asset and credit quality criteria based on Shinhan Card's credit scoring system or (ii) when the loan balance is less than three months past due and the borrower pays off 10%, or 20% if the amount exceeds a certain threshold, of the balance due. If approved, Shinhan Card rewrites card balances including past due interest into card loans and amends the maturity and the repayment terms accordingly. Shinhan Card provides the borrower with the option of either repaying the rewritten balance either on a monthly installment basis over five years or as a term loan due at the end of one year. Credit card customers of Chohung Bank may apply for entry into the rewritten loan program when the loan balance is past due one month. Except in limited circumstances, borrowers applying for entry into this program in general are required to secure one or more guarantors meeting certain asset and credit quality criteria. If approved, Chohung Bank rewrites card balances including past due interest into card loans and amends the maturity and the repayment terms accordingly. In general, rewritten credit card loans are due at the end of one year. Each of Shinhan Card and Chohung Bank segregates this portfolio for performance measurement and monitoring purposes due to the higher credit risk. The balance of rewritten loans of Shinhan Card were W 8 billion, W 37 billion and W 25 billion as of December 31, 2001, 2002 and 2003 respectively, against which we recognized an allowance of W 1 billion, W 13 billion and W 11 billion, respectively. The balance of rewritten loans of Chohung Bank were W 160 billion, W 529 billion and W 680 billion as of December 31, 2001, 2002

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and 2003, respectively, against which Chohung Bank made an allowance of W 5 billion, W 107 billion and W 160 billion, respectively. See Financial and Statistical Information below. The balance of such rewritten loans for both Shinhan Card and Chohung Bank are decreasing since both Shinhan Card and Chohung Bank provide rewritten loans on a very limited basis.

Customers and Merchants

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

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

	As of December 31,		
	2001	2002	2003
	(In thousands, except percentages)		
Shinhan Card:			
Number of credit card holders	2,181	2,548	2,773
Personal accounts	2,105	2,463	2,678
Corporate accounts	76	85	95
Active ratio(1)	47.0%	49.1%	56.6%
Number of merchants	590	1,545	2,112
Chohung Bank:			
Number of credit card holders	4,121	4,266	3,205
Personal accounts	4,072	4,196	3,138
Corporate accounts	49	70	66
Active ratio(1)	60.2%	58.1%	53.9%
Number of merchants(2)	248	285	253

Notes:

- (1) Represents the ratio of accounts used at least once within the last six months to total accounts as of year end.
- (2) Represents the number of merchants of BC Card's merchant network.

As of December 31, 2003, Shinhan Card had a total of approximately 2,773,000 credit card customers, which represents an increase of approximately 225,000 customers from approximately 2,548,000 as of December 31, 2002. Of the total customers outstanding as of December 31, 2003, the number of platinum and gold card members, whose higher creditworthiness entitles them to certain benefits, was approximately 660,000 as of December 31, 2003. As of December 31, 2003, Chohung Bank had a total of approximately 3,205,000 credit card customers, which represents an decrease of approximately 1,061,000 customers from approximately 4,266,000 as of December 31, 2002.

The number of Shinhan Card's merchants also increased from approximately 1,545,000 merchants as of December 31, 2002 to approximately 2,112,000 merchants as of December 31, 2003.

Chohung Bank has developed an independent card processing system that will allow Chohung Bank to process future billings for the existing BC Cards on its own, demonstrating Chohung Bank's focus on cutting costs. We believe that a potential merger of Chohung Bank's credit card business with Shinhan Card may offer new opportunities for cost savings and are exploring the possibilities. Chohung Bank also participates in a nationwide debit card program with 30 other banks. In connection with this business, Chohung Bank currently charges service establishments commissions of up to 1.5% on amounts purchased using the debit card.

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

	As of or For the Year Ended December 31,					
	2001		2002		2003	
	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)
(In billions of Won, except percentages)						
Interest income:						
Installments	W 23	W 103	W 30	W 166	W 42	W 133
Cash advances	120	512	185	492	164	354
Card loans(3)	60	21	51	54	35	93
Annual membership	5	12	8	11	5	6
Revolving(4)	6	20	6	111	7	113
Late payments	16	5	21	6	21	5
Total	W 230	W 673	W 301	W 840	W 274	W 704
Credit card fees:						
Merchant fees(5)	W 82	W 206	W 110	W 250	W 176	W 195
Other fees	12	5	12	7	4	23
Total	W 94	W 211	W 122	W 257	W 180	W 218
Charge volume:(6)						
General purchases	W 4,648	W 4,330	W 6,969	W 5,341	W 3,695	W 5,484
Installment purchases	537	3,179	772	4,341	1,143	2,505
Cash advances	5,007	19,404	8,119	20,224	6,805	12,585
Total	W 10,192	W 26,913	W 15,860	W 29,906	W 11,643	W 20,574
Outstanding balance (at year end):(7)						
General purchases	W 278	W 454	W 540	W 500	W 395	W 455
Installment purchases	179	1,482	305	1,532	455	786
Cash advances	737	2,300	965	2,124	725	1,025
Revolving purchases	41	319	42	815	39	484
Card loans	473	272	476	660	329	745
Others	362	42	435	139	489	185
Total	W 2,070	W 4,869	W 2,763	W 5,770	W 2,432	W 3,680
Average balance	W 1,807	W 3,965	W 2,371	W 5,845	W 2,212	W 4,957
Delinquent balances:(8)						
From 1 day to 1 month	W 189	W 610	W 231	W 827	W 173	W 376
Over 1 month:						
From 1 month to 3 months	W 29	W 125	W 79	W 314	W 80	W 150

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From 3 months to 6 months	16	77	48	273	71	172
Over 6 months						
Sub-total	45	202	127	587	151	322
Total	W 234	W 812	W 358	W 1,414	W 324	W 698

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As of or For the Year Ended December 31,						
	2001		2002		2003	
	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)
(In billions of Won, except percentages)						
Delinquency ratios:(9)						
From 1 day to 1 month	9.13%	12.53%	8.36%	14.33%	7.11%	10.22%
Over 1 month:						
From 1 month to 3 months	1.40%	2.57%	2.86%	5.44%	3.29%	4.08%
From 3 months to 6 months	0.77	1.58	1.74	4.73	2.92	4.67
Over 6 months(10)						
Sub-total	2.17	4.15	4.60	10.17	6.21	8.75
Total	11.30%	16.68%	12.96%	24.50%	13.32%	18.97%
Rewritten loans(11)	W 8	W 160	W 37	W 529	W 25	W 680
Gross charge-offs	W 39	W 179	W 60	W 493	W 290	W 1,304
Recoveries	7	42	17	28	32	58
Net charge-offs	W 32	W 137	W 43	W 465	W 258	W 1,246
Gross charge-off ratio(12)	2.16%	4.51%	2.53%	8.43%	13.11%	26.31%
Net charge-off ratio(13)	1.77%	3.46%	1.81%	7.96%	11.66%	25.14%

Notes:

- (1) Prior to June 2002 when the credit card division of Shinhan Bank was spun off to create Shinhan Card, a separate credit card subsidiary, our credit card operation was conducted by Shinhan Bank. As a result, the 2001 data represents the results of operation of Shinhan Bank's credit card division. The 2002 data presents collective results of credit card operations of Shinhan Bank's credit card division, Shinhan Card and Jeju Bank's credit card division. The 2003 data presents collective results of credit card operations of Shinhan Bank's credit card division, Shinhan Card, credit card operations underlying Shinhan Card's assets securitization and Jeju Bank's credit card division.
- (2) Represents the credit card business of Chohung Bank, consisting of both BC Card and Forever Card, which we acquired in 2003.
- (3) Card loans consist of loans that are provided on either a secured or unsecured basis to cardholders upon prior agreement. Payment of principal, fees and interest on such a loan can be due either in one payment or in installments after a fixed period.
- (4) Revolving purchases were introduced in October 1998 for certain creditworthy credit card customers (e.g., customers who have not been delinquent for more than three times in the past one year) of Shinhan Card and in March 25, 2000 for certain creditworthy credit card customers of Chohung Bank.
- (5) Merchant discount fees consist of merchant membership and maintenance fees, charges associated with prepayment by Shinhan Card or Chohung Bank (on behalf of customers) of sales proceeds to merchants, processing fees relating to sales and membership applications.
- (6) Represents the aggregate cumulative amount charged during the year.
- (7) Represents amounts before allowance for loan losses.

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- (8) Includes the unbilled balances of installment purchases.
- (9) Represents the ratio of delinquent balances to outstanding balances for the year.
- (10) Our charge-off policy for both Shinhan Card and Chohung Bank is to charge off all credit card balances which are 180 days past due.

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- (11) Represents delinquent credit card balances for purchase and cash advance which have been rewritten as credit card loans, thereby reducing the balance of delinquent accounts.
- (12) Represents the ratio of gross charge-offs for the year to average balance for the year.
- (13) Represents the ratio of net charge-offs for the year to average balances for the year.

Supervisory Statistical Information prepared in accordance with Korean GAAP

Due to the rapid increase in consumer debt in Korea in recent years, the Korean government has adopted a series of regulations designed to restrain the rate of growth in, and delinquencies of, cash advances, credit card loans and credit card usage generally and to strengthen the reporting of, and compliance with, credit quality indexes. The Financial Supervisory Commission and the Financial Supervisory Service have announced a number of changes to the rules governing the reporting of credit card balances, as well as the procedures governing which persons may receive credit cards. In addition, the Korean government has also revised the calculation formula for capital adequacy ratios and delinquency ratios applicable to credit card companies, imposing sanctions against credit card companies with capital adequacy ratios of 8% or below and/or delinquency ratios of 10% or above. These computations are all based on financial information prepared in accordance with Korean GAAP, as required by regulatory guidelines, which differs significantly from U.S. GAAP. As of December 31, 2001, 2002 and 2003, under Korean GAAP, Shinhan Card's delinquent balances (defined as credit card accounts delinquent for over 30 days) were W 68 billion, W 150 billion and W 168 billion, respectively, representing delinquency ratios (defined as the ratio of delinquent balances to outstanding balances) of 3.25%, 5.92% and 7.01%. As of December 31, 2001, 2002 and 2003, calculated on the same basis, Chohung Bank's delinquent credit card balances, were W 267 billion, W 715 billion and W 339 billion, respectively, representing delinquency ratios of 5.41%, 12.12% and 9.17%. In certain cases, credit card companies in Korea have been allowed to rewrite delinquent credit card balances for purchase and cash advance as credit card loans, thereby reducing the balance of delinquent accounts. Delinquent credit card balances that were rewritten as loans as of December 31, 2001, 2002 and 2003, under Korean GAAP, were W 9 billion, W 38 billion and W 27 billion, respectively, for Shinhan Card and W 161 billion, W 539 billion and W 682 billion, respectively, for Chohung Bank. Net charge-offs for Shinhan Card, under Korean GAAP, during 2001, 2002 and 2003 were W 19 billion, W 49 billion and W 260 billion, respectively, representing net charge-off ratios (defined as the ratio of net charge-offs for the year to average balances for the year) of 1.05%, 2.12% and 10.10%. Net charge-offs for Chohung Bank, under Korean GAAP, during 2001, 2002 and 2003 were W 92 billion, W 402 billion and W 1,245 billion, respectively, representing net charge-off ratios (defined as the ratio of net charge-offs for the year to average balance for the year) of 2.29%, 6.77% and 25.11%. As of December 31, 2003, Shinhan Card's adjusted equity capital ratio was 13.78%. Credit card business of Chohung Bank is not subject to such adjusted equity capital ratio requirement.

Recent Regulatory Changes

In light of the deteriorating liquidity position of a number of credit card companies in Korea, in March, September and October 2003 the Korean government announced measures intended to support the credit card industry. These include the relaxation or delay in the implementation of some of the new regulatory restrictions applicable to credit card issuers, such as restrictions on cash advance fee rates and on the level of cash advance and card loan receivables as a percentage of total receivables. We believe, however, that these relief measures are likely to be temporary, and that the overall effect of the Korean government's recent regulatory initiatives has been, and will continue to be, to constrain the growth and profitability of our credit card operations. Since October 2003, the Financial Supervisory Service announced that it would:

- revise the calculation formula for capital adequacy ratios for each credit card issuer in a manner that would increase the proportion of managed assets composing risk-weighted assets;

- change its standards for reporting credit card delinquency ratios to require the inclusion of restructured loans and substituted cash advances in the calculation of such ratios; and

- assign to each credit card issuer a target delinquency ratio that it is required to satisfy on a semi-annual basis until the end of 2006 and require each credit card issuer to enter into a memorandum of

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understanding with the Financial Supervisory Commission by the end of November 2003 with respect to each credit card issuers' action plan to meet its assigned target delinquency ratio.

Currently, the Financial Supervisory Service has not implemented any of these announced changes except for the designation of target non-performing loan ratio and the execution of corresponding agreements with Korean credit card issuers. Accordingly, in March 2004, Shinhan Card entered into an agreement with the Financial Supervisory Service to reduce its non-performing ratio. Shinhan Card's non-performing ratio as of September 30, 2003 was 5.73%, on a reported basis not including such assets subject to asset securitization, and, pursuant to this agreement, Shinhan Card is required to either (i) reduce this ratio to 4.03%, on a reported basis, by the end of 2004 or (ii) reduce this ratio to below 5.00% as of June 30, 2004 and September 30, 2004. As of March 31, 2004, Shinhan Card's non-performing ratio on a reported basis was 5.94%. As of the same date, Shinhan Card's non-performing ratio was 4.19% on a managed basis including assets transferred to SPEs in asset securitization. This requirement to enter into an agreement with the Financial Supervisory Service does not apply to credit card businesses operated within commercial banks and, as such, Chohung Bank did not enter into such agreement.

Personal Workout and Debt Forgiveness Program

In an effort to resolve the problems caused by consumer credit delinquencies, the Korean government caused the establishment of Hanmaum Financial Company and the Credit Recovery Support Committee on May 20, 2004. Hanmaum Financial is a so-called "bad bank", a type of private asset management company that acquires non-performing assets from banks and other financial institutions for the purpose of providing long-term financial aid to delinquent consumers to enable them to payoff their financial debts. Hanmaum Financial was established pursuant to an agreement among Korea Asset Management Corporation and approximately 610 financial institutions in Korea, including banks, credit card companies and insurance companies, participating in this program. Pursuant to this agreement, Korea Asset Management Corporation is expected to assume the responsibility of managing the assets of Hanmaum Financial, which will include the provision of loans and the collection of debt. Individuals (i) who, as of March 10, 2004, had delinquent debt outstanding for more than one month from two or more financial institutions that are participating in this program, provided that at least one of such outstanding debts is delinquent for at least six months, and (ii) whose total outstanding debt to all financial institutions that are participating in this program is less than W 50 million may apply for a loan to Hanmaum Financial for purposes of repaying the delinquent debt owed such the financial institutions. Upon application, Hanmaum may grant a loan with a maturity of up to 8 years (and repayable at anytime before maturity), at an interest rate per annum of 6%, after collecting 3% or 6% of the debt amount in advance from the individual. However, such financial aid shall be offered only for a limited period of time, which is, for the time being, three months starting May 17, 2004. Banks and financial institutions are required to provide the full amount of any non-performing debt outstanding against an individual or any remaining unpaid amounts on such non-performing debt after repayment made through loans received from Hanmaum Financial as in-kind contribution to Hanmaum Financial in return for cash, preferred stock or deferred stock.

Unlike the "bad bank" program that provides loans directly to consumers, the Credit Recovery Support Committee has adopted an individual workout program. For delinquent consumers who are deemed to be capable of repaying their debts, the Credit Recovery Support Committee will, pursuant to an agreement with the creditor financial institution, provide such consumers an opportunity to repay in installments, provide a repayment grace period, reduce their debt amount or extend the maturity date of the debt. Currently, approximately 160 financial institutions, including banks and insurance companies, are parties to the Credit Recovery Support Agreement, pursuant to which such financial institutions, have agreed to provide such support described above to those consumers who meet the following qualifications: an individual (i) must have income exceeding minimum living expenses announced by the Ministry of Health and Welfare, (ii) must not have debt exceeding W 300 million in total amount, and (iii) at least 80% of his/her total debt amount must be debts outstanding against financial institutions who are parties to the Credit Recovery Support Agreement. Each application for credit recovery is reviewed by the Credit Recovery Support Committee and approval of

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each application requires the approval by creditors representing at least one-half of the unsecured debt amount and at least two-thirds of the secured debt amount.

Treasury and Securities Investment

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

treasury;

securities investment and trading;

derivatives trading; and

international business.

Treasury

At Shinhan Bank, the Treasury Department provides funds to all of its business operations and ensures the liquidity of Shinhan Bank's operation and, at Chohung Bank, the Treasury & International Group provides funds to all of its business operations and ensures the liquidity of its banking operation. To secure long-term stable funds, we use fixed and floating rate notes, debentures, structured financing, and other advanced funding methods. As for overseas funding, we constantly explore the feasibility of raising funds in currencies other than the U.S. dollar, such as Japanese Yen and the Euro. In addition, each of Shinhan Bank and Chohung Bank makes call loans and borrow call money in the short-term money market. Call loans are short-term lending among banks and financial institutions in either Korean Won or foreign currencies, in amounts exceeding W 100 million, with maturities of 30 days or less. Typically, call loans have maturities of one day.

Securities Investment and Trading

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

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

Derivatives Trading

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

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

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

Foreign currency forwards, swaps and options;

Credit derivatives; and

KOSPI 200 indexed equity options.

Shinhan Bank's trading volume in terms of notional amount was W 33,862 billion, W 53,705 billion and W 90,696 billion in 2001, 2002 and 2003, respectively, and Chohung Bank's trading volume in terms of

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notional amount was W 28,746 billion, W 33,396 billion and W 69,756 billion in 2001, 2002 and 2003, respectively. Our derivative operations focus on addressing the needs of our corporate clients to hedge their risk exposure and back-to-back derivatives entered into to hedge our risk exposure that results from such client contracts.

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

International Business

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

Other Banking Services

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

Trust Account Management Services

Overview

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

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

Under U.S. GAAP, generally, we have not consolidated trust accounts in our financial statements or recognized the acquisition of such accounts in accordance with the purchase method of accounting due to the

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fact that these are not our assets but customer assets. As of December 31, 2001, 2002 and 2003, under Korean GAAP, Shinhan Bank had total trust assets of W 9,423 billion, W 11,090 billion and W 14,484 billion, respectively, comprised principally of securities investments of W 5,549 billion, W 5,610 billion and W 5,425 billion, respectively, and loans in the principal amount of W 529 billion, W 271 billion and W 280 billion, respectively. Securities investments consisted of corporate bonds, government-related bonds and other securities, primarily commercial paper. As of December 31, 2001, 2002 and 2003, under Korean GAAP, equity securities constituted 7.2%, 7.4% and 5.9%, respectively, of our total trust assets. Loans made by trust accounts are similar in type to those made by our bank accounts, except that they are made only in Korean Won. As of December 31, 2001, 2002 and 2003, under Korean GAAP, approximately 55.0%, 78.0% and 84.6%, respectively, of the amount of loans from the trust accounts were collateralized or guaranteed. In making investment from funds received for each trust account, each trust product maintains investment guidelines applicable to each such product which sets forth, among other things, company, industry and security type limitations.

As of December 31, 2001, 2002 and 2003, under Korean GAAP, Chohung Bank had total trust assets of W 5,667 billion, W 5,533 billion and W 4,262 billion, respectively, comprised principally of securities investments of W 4,700 billion, W 4,724 billion and W 3,746 billion, respectively, and loans in the principal amount of W 278 billion, W 170 billion and W 150 billion, respectively. Securities investments consisted of corporate bonds, government-related bonds and other securities, primarily commercial papers. As of December 31, 2001, 2002 and 2003, under Korean GAAP, equity securities constituted 6.4%, 9.1% and 10.5%, respectively, of our total trust assets. Loans made by trust accounts are similar in type to those made by our bank accounts, except that they are made only in Korean Won. As of December 31, 2001, 2002 and 2003, under Korean GAAP, approximately 53.0%, 40.3% and 39.9%, respectively, of the amount of loans from the trust accounts were collateralized or guaranteed. In making investment from funds received for each trust account, each trust product maintains investment guidelines applicable to each such product which sets forth, among other things, issuer, industry and security type limitations.

The balance of the money trusts managed by our trust account business was W 9,995 billion as of December 31, 2003 under Korean GAAP, showing a decrease of 12.5% compared to W 11,424 billion as of December 31, 2002, consisting of W 6,057 billion with Shinhan Bank and W 3,939 billion with Chohung Bank.

Trust Products

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

Guaranteed Fixed Rate Trust Accounts. Guaranteed fixed rate trust accounts offer customers a fixed-rate of return and guaranteed principal. We receive any amounts remaining after taking into account the guaranteed return and all expenses of the trust accounts, including provisions for valuation losses on equity securities, loan losses and special reserves. We maintain two types of guaranteed fixed rate trust accounts: general unspecified money trusts and development money trusts. Korean banks, including Shinhan Bank and Chohung Bank, have been restricted from establishing new general unspecified money trusts since January 1, 1996, and development money trusts effective January 1, 1999. As a result, the size of general unspecified money trusts and development money trusts has decreased substantially and most of development money trusts matured by the end of 2001 and most of general unspecified money trusts matured by the end of 2002. As of December 31, 2001, December 31, 2002 and December 31, 2003, under Korean GAAP, Shinhan Bank's development money trusts amounted to W 3.6 billion, W 0.9 billion and W 0.2 billion, respectively, and general unspecified money trusts amounted to an aggregate of W 0.4 billion, W 0.3 billion and W 0.3 billion, respectively. As of December 31, 2003, under Korean GAAP, Chohung Bank's development trusts had no outstanding balance and general unspecified money trusts amounted to an aggregate of W 8.7 billion. See Note 34 of our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group.

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

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

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

Payments from Bank Accounts to Guaranteed Fixed Rate Trust Accounts. If income from a guaranteed fixed rate trust account is insufficient to pay the guaranteed amount, such deficiency must be satisfied from (i) first, special reserves maintained in such trust accounts, (ii) secondly, trust fees and (iii) lastly, funds transferred from the bank accounts of Shinhan Bank or Chohung Bank, as the case may be. In connection with Chohung Bank's obligations to the guaranteed fixed rate trust accounts, Chohung Bank recorded an obligation of W 21 billion and W 58 billion as of December 31, 2001 and 2002, respectively, which has been paid out of Chohung Bank's bank accounts at the trust accounts' maturities. Chohung Bank recorded no such obligations as of December 31, 2003. Shinhan Bank made no such payments from its bank accounts to cover such deficiencies during 2001, 2002 and 2003 primarily due to a decrease in the balance of Shinhan Bank's guaranteed fixed rate trust accounts, as a result of the legal prohibition against providing such accounts beginning in 1996 with respect to general unspecified money trusts and beginning in 1999 for development money trusts, as well as the improving economic condition in Korea. The decrease in the balance of Shinhan Bank's guaranteed fixed rate trust accounts, in turn, has generally translated into a decrease in non-performing credits. There can be no assurance, however, that such transfers will not be required in the future.

Distribution Channels and Marketing

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

Recent Regulatory Developments

Under the Indirect Investment Asset Management Business Act, which took effect on January 5, 2004, all banks engaged in the money trust business (except for specified money trust business) based on their approval received under the Trust Business Act must qualify as an asset management company by July 5, 2004 and will not be permitted to offer unspecified money trust products after such date (except under certain limited circumstances). Once a bank qualifies as an asset management company under the Indirect Investment Asset Management Business Act, such bank may continue to engage in the investment trust business as long as it is limited to investment trust products and does not include unspecified money trust products. As a result, commencing on July 5, 2004, we plan to cease offering unspecified money trust products through our banking subsidiaries and to redirect the customers of the unspecified money trust operations of those subsidiaries (other than outstanding balances, which they will continue to manage until the withdrawal of the relevant money trust deposits by customers) to our investment trust management business of our banking subsidiaries or subsidiaries engaged in the investment trust management business.

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Merchant Banking

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

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

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

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

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

Securities Brokerage Services

Overview

Through Good Morning Shinhan Securities, our securities brokerage subsidiary, we provide a full range of brokerage services, including investment advice and financial planning, to our retail customers as well as international and institutional brokerage services to our corporate customers. As of December 31, 2003, our market share was approximately 6.1% in the Korean equity brokerage market and are ranked sixth in the industry in terms of brokerage volume.

Products and Services

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

Retail Business Division provides equity and bond brokerage, investment advisory and financial planning services to retail customers, with a focus on high net worth individuals. In 2003, revenues generated by the Retail Business Division represented approximately 80.8% of total revenues of our Securities Brokerage Services in 2003. The Retail Business Division earns fees by managing client assets as well as commissions as a broker for our clients in the purchase and sale of securities. In addition, we generate net interest revenue by financing customers' securities transactions and other borrowing needs through security-based lending and also receive commissions and other sales and service revenues through the sale of proprietary and third-party mutual funds.

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

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

Other Services

Through our other operating subsidiaries, we also provide leasing and equipment financing, investment trust management, regional banking and investment banking and advisory services. In addition, we have also

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established a bancassurance joint venture to offer life insurance and other insurance-related products and services following deregulation of this industry in September 2003. See *Life Insurance* below.

Leasing and Equipment Financing

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

As of December 31, 2003, Shinhan Capital's total assets were W 1,243 billion, showing a W 272 billion increase from the previous year. In particular, new lease executions increased from W 275 billion in 2001 to W 345 billion in 2002 and to W 409 billion in 2003, representing an estimated 13.5%, the largest market share, of the Korean leasing market in 2003. We believe that our strength is in leasing of ships, printing machines, automobiles and other specialty items. We continue to diversify our revenue base from this business by expanding our services, as demonstrated by our acting as corporate restructuring company for financially troubled companies beginning in 2002.

Investment Trust Management Services

In addition to personalized asset management services provided by our private banking and securities brokerage services, we also provide our customers with investment trust services through Shinhan BNP Paribas Investment Trust Management, our 50:50 joint venture with BNP Paribas, and through Chohung Investment Trust Management Co., Ltd., a direct subsidiary of Chohung Bank. This business offers institutional, high net worth and retail clients a broad range of investment alternatives based on an integrated asset management system. Products and services offered include beneficiary certificates, mutual funds, closed-end funds and separately managed accounts.

The investment trust industry in Korea showed a sluggish trend in 2003 due primarily to liquidity difficulties experienced by LG Card and resulting losses in underlying assets of beneficiary trust certificates issued by asset management companies. As of December 31, 2003, total assets under fee-based management by Shinhan BNP Paribas Investment Trust Management were W 4,726 billion and total assets under fee-based management by Chohung Investment Trust Management Co., Ltd. were W 3,755 billion. Fee levels charged by investment trust management companies have been declining in recent years due to increasing competition and market saturation. Since the financial crisis of the late 1990's, we have been rebuilding our business base by writing off assets in our products with poor quality, principally those related to large corporations.

Regional Banking Services

In April 2002, pursuant to a stock purchase agreement with Korea Deposit Insurance Corporation, we acquired a majority interest in Jeju Bank, which is engaged in providing commercial banking services on a regional basis, primarily on Jeju Island of Korea, through its network of 32 branches. As of December 31, 2003, Jeju Bank had total assets, total liabilities and total stockholders' equity of W 1,704 billion, W 1,624 billion and W 80,342 billion, respectively.

Investment Banking and Advisory Services

In addition to the investment banking services provided by the Investment Banking Department of Shinhan Bank, the Investment Banking Division of Chohung Bank and the Capital Markets Division of Good Morning Shinhan Securities, we also provide a variety of investment banking and advisory services through Shinhan Macquarie Financial Advisory, our 51:49 joint venture with Macquarie Bank of Australia. The products and services offered by Shinhan Macquarie Financial Advisory include project and infrastructure finance, capital & debt raisings, corporate finance advisory, structured finance, mergers and acquisitions, cross-border leasing and infrastructure and specialized fund management advisory services. During the year ended December 31, 2003, we derived total revenue of W 11 billion from advisory activities.

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Bancassurance

Since the deregulation of the Korean bancassurance market in September 2003, SH&C Life Insurance, our 50:50 joint venture with Cardif S.A., an insurance arm of the BNP Paribas Group, has developed various bancassurance products. The Korean bancassurance industry, after nine months of operations, is still in its stage of infancy.

Loan Collection and Credit Reporting

In order to centralize our loan collection, on July 8, 2002, we established Shinhan Credit Information Co. Ltd., our wholly-owned subsidiary engaged in credit collection and credit reporting. Shinhan Credit Information is capable of managing and collecting bad loans generated by our subsidiaries to improve our overall asset quality. On June 9, 2003, we sold a 49% ownership in Shinhan Credit Information to LSH holdings L.L.C, a wholly-owned subsidiary of Lone Star Fund, and converted Shinhan Credit Information into a joint venture with Lone Star Fund. On May 21, 2004, we terminated this joint venture and bought back Lone Star's 49% ownership in Shinhan Credit Information. The number of shares acquired was 294,000 shares, representing 49% of total outstanding shares, of Shinhan Credit Information at the acquisition cost of W 1,529,165,735. As a result of this buy-back transaction, our equity ownership in Shinhan Credit Information increased from 51% to 100%.

We plan to expand Shinhan Credit Information's services to such areas as credit reporting, credit inquiry, credit card rating, civil application/petition services, lease and rental research and advisory and consulting services related to non-performing loan management. For the year ended December 31, 2003, our total revenues from this operation were W 20 billion.

Internet Portal Financial Services

In 2001, we established e-Shinhan Inc., a joint venture with The Boston Consulting Group to offer high-quality internet financial services. Through its portal site, *www.emoden.com*, e-Shinhan offers an integrated account aggregation service that enables the user to see all of his or her accounts at a glance, an electronic accounting service that keeps track of all the user's financial transactions, an investment clinic service and a financial supermarket service that helps users to choose the financial products that best meet their needs. To offer high quality financial portal service, we concluded business ties with Yodle of the U.S., the world's leading account aggregation provider. As of December 31, 2003, the number of members of this portal site exceeded 2.3 million.

Information Technology

We believe that a sophisticated information technology system is crucial in supporting our operations management and providing high quality customer service. We employ a total of approximately 900 employees and plan to spend approximately W 400 billion in connection with updating and integrating our information technology system in 2004.

Our objective is to maximize the synergy generated among our subsidiaries by integrating them into a single enterprise system. In that regard, we are in the process of integrating different information technology systems of our various subsidiaries including Shinhan Bank and Chohung Bank, which we expect to complete by 2006. We are also cooperating closely with leading information technology companies to enhance our information systems.

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

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

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

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

creating a stable infrastructure capable of processing large amount of transaction data generated by the integrated single enterprise system;

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

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

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

Our information technology system for each of our subsidiaries is currently backed up on a real time basis. We have established a completely duplicative back-up IT system in different locations in Korea, depending on the subsidiary, to provide a back-up system in the event of any system failure of our primary information technology center located in the suburbs of Seoul. See Properties We believe that in the event of a complete disruption of the information technology system in our headquarters, Shinhan Bank's entire information technology system will be fully operational within one hour and Chohung Bank's entire information technology system will be fully operational within two hours.

Competition

We compete principally with other nationwide commercial banks in Korea, but also face competition from a number of additional sources including regional banks, Korea's specialized banks and branches and subsidiaries of foreign banks operating in Korea, as well as various other types of financial service institutions, including savings institutions (such as mutual savings and finance companies and credit unions and credit cooperatives), investment institutions (such as securities brokerage firms, merchant banking corporations and asset management companies) and life insurance companies. Regulatory reforms in the Korean banking industry have increased competition among banks for deposits, generally leading to lower margins from lending activities. Prior to the beginning of the economic crisis in Korea in late 1997, there were 26 commercial banks, three development banks and four specialized banks. Due in part to the economic crisis, as of December 31, 1999, there were 17 commercial banks, two development banks and four specialized banks. Of these, two commercial banks were recapitalized by the Government. During 1999, four mergers were consummated and, in the first half of 2000, Korea First Bank sold its controlling interest to a foreign investor. In 2001, H&CB and Kookmin Bank merged to create the largest Korean bank in terms of assets. Also in 2001, Woori Bank restructured itself as a financial holding company and significantly realigned its businesses and products to compete with other larger banks in Korea. In December 2002, Hana Bank merged with Seoulbank. In 2003, Lone Star acquired a controlling interest in Korea Exchange Bank. In May 2004, Citibank, through its affiliate, completed a tender offer pursuant to which it purchased a substantial majority interest in Koram Bank. We believe that the banking industry in Korea will continue to experience consolidation among institutions leading to increased competition in all areas in which we operate. As of December 31, 2003, Chohung Bank and Shinhan Bank ranked sixth and fourth largest, respectively, in terms of total assets among Korean commercial banks based on information published by the Financial Supervisory Commission. Recently, Korea Deposit Insurance Corporation has invited various parties to bid for interests in Korea Investment Trust Company and Daehan Investment Trust Company, which were acquired and recapitalized by the Korea Deposit Insurance Corporation on behalf of the Korean government due to the financial difficulties these companies were experiencing and are in the process of being auctioned by the Korea Deposit Insurance Corporation. Several potential domestic and overseas purchasers, including our competitors, have submitted preliminary bids for each company and are conducting a due diligence review of each company.

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

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

Loans

As of December 31, 2002, our total gross loan portfolio was W 45,052 billion, an increase of 33.8% from W 33,665 billion at December 31, 2001. The increase in the portfolio primarily reflects an increase in the mortgage and home equity loans and other commercial loans. As of December 31, 2003, our total gross loan portfolio was W 95,295 billion, an increase of 111.5% from W 45,052 billion at December 31, 2002. The increase in the portfolio was due primarily to our acquisition of Chohung Bank.

Loan Types

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

	As of December 31,				
	1999(1)	2000	2001	2002	2003
	(In billions of Won)				
Corporate					
Commercial and industrial(2)	W 12,570	W 13,847	W 13,459	W 15,800	W 35,617
Other commercial(3)	5,448	6,746	6,748	9,352	17,378
Lease financing	558		598	636	1,091
Total Corporate	18,576	20,593	20,805	25,788	54,086
Consumer					
Mortgages and home equity	1,216	2,376	7,253	11,539	20,517
Other consumer(4)	2,478	3,330	3,537	4,962	14,580
Credit cards	1,143	1,570	2,070	2,763	6,112
Total Consumer	4,837	7,276	12,860	19,264	41,209
Total gross loans(5)	W 23,413	W 27,869	W 33,665	W 45,052	W 95,295

Note:

- (1) Adjustments were necessary to reconcile the aggregate loan balance from Korean GAAP to a comparable U.S. GAAP basis. The following table sets out the adjustments necessary to reconcile the aggregate loan balance for 1999 from Korean GAAP to a basis comparable to the later years disclosed above.

	As of December 31, 1999
	(In billions of Won)
Total loan balance under Korean GAAP	W 24,490
Add/(less) adjustments to U.S. GAAP:	
De-consolidation of trust accounts	(818)
Reclassification of items not classified as loans under U.S. GAAP	(272)

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Reclassification of items not classified as loans under Korean GAAP	13
Total loan balance under U.S. GAAP	W23,413

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

Loan Concentrations

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

Twenty Largest Exposures by Borrower

As of December 31, 2003, our twenty largest exposures, consisting of loans, securities and guarantees and acceptances, totaled W 23,661 billion and accounted for 18.2% of our total exposures. The following table sets forth, as of December 31, 2003, our total exposures to these top twenty borrowers.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts of Impaired Loans and Guarantees and Acceptances
(In billions of Won)							
Korea Deposit Insurance Corporation				5,482		5,482	
Ministry of Finance and Economy				4,785		4,785	
The Bank of Korea				4,595		4,595	
Kookmin Bank	56	133	14	839		1,042	
LG Electronics	10	668	9	55	215	957	
SK Networks(1)	229	263	182	70	83	827	575
Samsung Electronics		615	56		9	680	
Korea Development Bank				674		674	
Korea Highway Corporation				606		606	
Korea Asset Management Corporation				594		594	
Hyundai Merchant Marine	242	175			1	418	254
Woori Bank	1			376		377	
S-Oil Corporation	120	2	1	8	236	367	
Industrial Bank of Korea	1		3	355		359	
Ssangyong Corporation(2)	9	138	22	45	124	338	271
Samsung Capital	195	24		100		319	
LG Card	292			20		312	292
Korea Electric Power Corporation			11	300		311	
Marywether International	310					310	
Mallorn Capital			308			308	
Total	1,465	2,018	606	18,904	668	23,661	1,392

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- (1) Includes its offshore subsidiaries, SK Networks Hong Kong, SK Networks ASIA-PAC, SK Networks Europe and SK Networks America.
- (2) Includes its subsidiaries, Ssangyong Singapore, Ssangyong H.K. and Ssangyong Japan.

Exposure to Chaebols

As of December 31, 2003, 9.0% of our total exposure was to the twenty-nine largest chaebols. The following table shows, as of December 31, 2003, our total exposures to the ten chaebol groups to which we have the largest exposure.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts of Impaired Loans and Guarantees and Acceptances
(In billions of Won)							
Samsung	468	909	103	460	364	2,304	
LG	619	1,003	21	102	502	2,247	292
SK	399	490	276	173	276	1,614	578
Hyundai Motors	481	315	22	63	447	1,328	10
Hanjin	97	290	6	9	79	481	
Hyundai	242	175			1	418	254
KT	114		11	254	4	383	
Lotte	184	9	3	19	103	318	
Hyosung	74	150			69	293	
CJ	25	122	1	14	106	268	25
Total	2,703	3,463	443	1,094	1,951	9,654	1,159

Exposure to LG Card

LG Card, one of Korea's largest credit card companies, has been experiencing significant liquidity and asset quality problems. In November 2003, the creditor banks of LG Card (including Shinhan Bank and Chohung Bank) agreed to provide a new W 2 trillion credit facility, secured by credit card receivables, to enable LG Card to resume cash operations. Our portion of this commitment was W 216.7 billion, consisting of W 113.7 billion for Shinhan Bank and W 103 billion for Chohung Bank. The maturity of this credit facility was extended to December 2005. Certain of LG Card's creditor banks (including our subsidiaries) also agreed to extend the maturity of a portion of LG Card's debt coming due in 2003 for one year, after the chairman of LG Group pledged his personal stake in LG Corporation, the holding company for the LG Group, LG Investment & Securities and LG Card as collateral to offset future losses of LG Card.

After the failure to auction LG Card to a buyer in December 2003, the principal creditors of LG Card tentatively agreed to a rescue plan in January 2004 under which the Korea Development Bank would acquire a 25% (subsequently adjusted to 26%) interest in LG Card and the other creditors would collectively acquire a 74% (subsequently adjusted to 73%) ownership interest following the completion of several debt-to-equity swaps contemplated for 2004. In addition, the creditors agreed to form a normalization steering committee for LG Card to oversee LG Card's business operations. An extraordinary shareholders' meeting of LG Card was held in March 2004 and a new chief executive officer as well as directors nominated by the normalization steering committee were elected. In February 2004, the creditors exchanged indebtedness of W 954 billion (including our portion of W 77.5 billion) for shares constituting 54.8% of the outstanding share capital of LG Card. LG Group also funded an additional W 800 billion to LG Card (in addition to a W 200 billion capital contribution made in December 2003). In May 2004, LG Card completed a capital write-down of 97.7% of its outstanding common stock, which included the W 954 billion converted into equity by the creditors in February 2004 (including our portion of W 77.5 billion). The creditors plan to convert an

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additional W 954 billion of indebtedness into equity of LG Card (including our portion of W 77.5 billion). The creditors also extended W 1.59 trillion of new loans to LG Card (including our portion of W 154.4 billion), which will subsequently be converted into equity. In addition, in March 2004, the LG Group and the Korea Development Bank provided additional liquidity of W 375 billion and W 125 billion, respectively. Following all such debt-to-equity conversions, we expect to own a 9.0% equity interest in LG Card and have W 484.5 billion of credit exposure outstanding to LG Card, consisting of W 245.3 billion in loans, W 200.4 billion in asset-backed securities and W 38.8 billion in debt securities.

As of December 31, 2003, our total exposure to LG Card was W 312 billion, including W 292 billion of loans and W 20 billion of debt securities. We made an allowance for loan losses of W 90 billion for the loans. In addition, as of such date, we had approximately W 30 billion of aggregate exposure to LG Card in our guaranteed trust accounts of Shinhan Bank and Chohung Bank, with respect to which we may experience further losses. As a result of the deteriorating financial condition of LG Card, we recorded loan loss provisions of W 40 billion and recognized securities impairment losses of W 74 billion in respect of our exposures to LG Card. In addition, we also had exposure in the form of senior asset-backed securities in the amount of W 153.2 billion, whose underlying assets consist of credit card assets of LG Card. In connection with the LG Card rescue plan, Shinhan Bank transferred W 10 billion of exposure in its performance-based trust account to the bank account in January 2004 and Chohung Bank also transferred W 30 billion of exposure in its performance-based trust account to the bank account in February 2004, resulting in an increase in our total exposure to LG Card in the first quarter of 2004.

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

Exposures to the Credit Card Industry

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

The following table shows, as of December 31, 2003, the breakdown of our total exposure to credit card companies.

Company	Debt Securities	Securities Issued Through Asset-Backed Securitization(1)	Loans in Won Currency	Loans in Foreign Currency	Total
(In billions of Won)					
LG Card	W 20	W	W 292	W	W 312
Samsung Card(2)	194		90		284
KEB Card(3)	70	20			90
KDB Capital(4)		10	20	23	53
Hyundai Card(5)			20		20
Woori Card(6)			10		10
Lotte Card					
Total	W 284	W 30	W 432	W 23	W 769

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Notes:

- (1) Securities issued by special purpose vehicles of credit card companies, established with credit card receivables as underlying assets. In general, these special purpose vehicles are entitled to credit or collateral support from such credit card companies.
- (2) Does not include exposures to Samsung Capital, which was merged into Samsung Card in February 2004. Samsung Card conducted a rights offering of W 200 billion in May 2003, conducted an offering of W 800 billion of subordinated convertible bonds in June 2003 and also conducted a rights offering of W 1.5 trillion in April 2004.
- (3) KEB Card was merged into Korea Exchange Bank in March 2004.
- (4) KDB Capital is a subsidiary of Korea Development Bank, which is owned and controlled by the Korean government.
- (5) In the first half of 2003, Hyundai Motor Company implemented a turnaround plan for Hyundai Card, which included (i) the acquisition by Hyundai Motor Company and two of its affiliates, Kia Motors Corporation and INI Steel Company, in the aggregate 44,680,971 shares of common stock of Hyundai Card, all of which were previously held by Hyundai Capital and (ii) the participation by Hyundai Motor, Kia Motors and INI Steel in a rights offering by Hyundai Card in the amount of W 310 billion, including W 10.0 billion by Korea Asset Management Corporation. In July 2003, Hyundai Card issued subordinated convertible bonds in the aggregate principal amount of W 300 billion.
- (6) Woori card was merged into Woori Bank in March 2004.

In light of the financial market instability in Korea resulting from the liquidity problems faced by credit card companies during the first quarter of 2003, the Korean government announced temporary measures in April 2003 intended to provide liquidity support to credit card companies. These measures included, among other things:

a request by the government for credit card companies to effect capital increase in the aggregate amount of W 4.6 trillion, as part of their self-rescue efforts;

banks and other financial institutions agreeing with each other to extend the maturity of all debt securities of credit card companies that they held;

asset management companies agreeing with each other to extend the maturity of 50% of the aggregate amount of the debt securities of credit card companies that they held which were scheduled to mature by June 2003; and

with respect to the remaining 50% of such credit card company debt securities, banks and other financial institutions agreeing with each other to contribute an aggregate amount of W 5.6 trillion to purchase such debt securities from asset management companies.

Pursuant to the above measures, we, at the holding company level, injected new capital of W 100 billion in the form of subordinated debt into Shinhan Card in April 2003. We funded this obligation through the issuance of debt securities. In addition, Shinhan Bank agreed to extend the maturities of the W 436 billion of credit card company debt securities that it held in April 2003 or that have become due in June 2003 (including W 426 billion of such debt securities Shinhan Bank transferred from its trust accounts to its bank accounts). Of the W 5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Shinhan Bank to purchase was approximately W 263 billion, all of which were repaid as of July 31, 2003. Chohung Bank also agreed to extend the maturities of the W 177 billion of loans to and debt securities issued by credit card companies that Chohung Bank held in April 2003 or that have become due in June 2003. Of the W 5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Chohung Bank to purchase was approximately W 183 billion, all of which was repaid as of July 31, 2003.

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As of December 31, 2003, we had loans outstanding to credit card companies in the aggregate principal amount of W 455 billion. Despite the recent financial difficulties of certain credit card companies, our loans to these credit card companies, except LG card, are considered performing in accordance with our internal credit rating methodology, and therefore we have not recognized a specific allowance for loan losses against these. We believe our general allowance of W 705 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within these specific loans.

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

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

Exposures to SK Group Companies

In the first quarter of 2003, accounting irregularities were discovered at SK Networks to which most commercial banks in Korea, including ourselves, have substantial exposure. These irregularities had concealed the weak financial condition of SK Networks over a period of several years. In March 2003, the principal creditor banks of SK Networks acknowledged that SK Networks is a troubled company subject to formal workout procedures under the Corporate Restructuring Promotion Act of Korea and agreed to postpone the maturity of all domestic credits of SK Networks until June 18, 2003.

In June 2003, the domestic creditors of SK Networks agreed to a workout program under which the creditors participating in this program would buy out the outstanding credits of the dissenting creditors by providing cash in the amount of approximately 30% of the outstanding loans, which we did not participate in. In addition, in July 2003, the domestic creditors committee and the steering committee of the overseas creditors of SK Networks agreed to a workout program under which the domestic creditors will buy out the outstanding credits of the dissenting foreign creditors by providing cash in the amount of 43% of the outstanding loans as well as providing a 5% incentive in the form of bonds with warrants. The cash payment are repaid in four installments, two installments of 40% on December 31, 2003 and 30% on March 31, 2004 were paid and, two more of 20% on June 30, 2004 and 10% on September 30, 2004 remain outstanding. The bonds with warrants, which can be exercised in 2005, will be due in April 2008, without any interest, and will be repaid in a one-time payment.

The terms of the finalized workout program for SK Networks, agreed to by the creditors and SK Corporation, the then largest shareholder of SK Networks, are as follows:

maturities of outstanding loans were extended to December 2007;

interest on loans was fixed at 5% for unsecured Won-denominated loans and 5.5% for secured loans;

foreign currency loans were converted to unsecured Won-denominated loans;

approximately W 2.2 trillion of loans were converted into equity interest in SK Networks, consisting of W 850 billion of common shares, W 1,000 billion of redeemable preferred shares and W 380 billion of convertible bonds, with a lock-up until December 2007;

Mr. Tae-Won Choi, the chairman of the SK Group, pledged his personal stake in three of the member companies of SK Group to the creditors as collateral; and

SK Corporation converted W 850 billion of trade receivables from SK Networks into equity shares.

The debt-to-equity swap by the creditors was preceded by a complete capital write-off by SK Corporation and 7-to-1 capital reduction by minority shareholders on October 25, 2003.

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In October 2003, pursuant to this rescue plan, each of Shinhan Bank, Chohung Bank and Chohung Investment Trust Management participated in the workout program as follows:

Shinhan Bank converted W 86 billion of credits into 17,243,800 shares of common stock, representing 5.11% of total common stock, W 101 billion of credits into 2,028,680 shares of redeemable preferred stock and W 39 billion of credits into convertible bonds;

Chohung Bank converted W 56 billion of credits into 11,226,600 shares of common stock, representing 3.33% of total common stock, W 66 billion of credits into 1,320,780 shares of redeemable preferred stock and W 25 billion of credits into convertible bonds; and

Chohung Investment Trust Management converted W 3 billion of credits into 618,200 shares of common stock, representing 0.18% of total common stock, W 3.6 billion of credits into 72,720 shares of redeemable preferred stock and W 1.4 billion of credits into convertible bonds.

As a result of this debt restructuring, we currently own 8.62% of common shares of SK Networks (or 9.15% of total equity ownership in SK Networks including the redeemable preferred stock).

As of December 31, 2003, 1.24% of our total exposure was to the member companies of the SK Group. The following table shows, as of December 31, 2003, the breakdown of our total exposure by member companies of the SK Group.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified as Impaired Loans
(In billions of Won)							
SK Networks	W 229	W 263	W 182	W 70	W 83	W 827	W 575
SK Corporation	67	108	63	25	33	296	
SK Telecom Co., Ltd.	10		31	69		110	
SK Gas	4	14			87	105	
SK Chemical	30	15		9	24	78	
SK Shipping Co., Ltd.		66				66	
SK Teletech Co., Ltd.		8			27	35	
SKC Co., Ltd.	5	12				17	
Walkerhill	6				7	13	
Choongnam City Gas Co., Ltd.	10					10	
Daehan City Gas	9					9	
Pusan City Gas	7					7	
SK C&C Co., Ltd.					7	7	
SK Telesys	1				6	7	
Pohang City Gas Co., Ltd.	7					7	
Chonnam City Gas Co., Ltd.	5					5	
Dong Shin Pharm, Co., Ltd.		4				4	
Segae Tradings Co.	3					3	3
SK Pharmaceutical	3					3	
SK UCB Co., Ltd.					2	2	
Kangwon Gas	1					1	
Cheongju City Gas Co., Ltd.	1					1	
SK D to D	1					1	
Total	W 399	W 490	W 276	W 173	W 276	W 1,614	W 578

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As of December 31, 2003, our total exposure outstanding to SK Networks alone was W 827 billion, or 0.64% of our total exposure, consisting of W 492 billion in loans, W 70 billion in debt securities, W 182 billion in equity securities and W 83 billion in guarantees and acceptances. Of our total loans outstanding to SK Networks, W 21 billion was secured for which we made no allowance for loan losses. However, no assurance can be given that we will be able to fully recover on these secured loans. For the remaining unsecured loans of W 471 billion, we made allowance for loan losses of W 177 billion. With respect to the guarantees and acceptances outstanding, we made allowances of W 35 billion.

As of December 31, 2003, our total exposure outstanding to Segae Trading Co. was W 3 billion in loans, for which we have made an allowance for loan losses of W 1 billion.

In addition, as of December 31, 2003, our total exposure outstanding to SK Corporation, the controlling company of the SK Group, was W 296 billion, or 0.23% of our total exposure, consisting of W 175 billion in loans, W 63 billion in equity securities W 25 billion in debt securities and W 33 billion in guarantees and acceptances. We classify loans and guarantees and acceptances to other SK Group companies, including SK Corporation, as performing in accordance with our internal credit rating methodology and therefore no specific allowance is made against these loans or guarantees and acceptances. Our management believes the general allowance of W 705 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within this portfolio, including those loans to companies within the SK Group, including SK Corporation and excluding SK Networks and Segae Trading Co. See Item 3. Key Information Risk Factors Risks Relating to our banking business We have significant exposure to SK Networks which is experiencing financial difficulties that it concealed through accounting irregularities and which is in a workout program. If this program is not satisfactorily resolved, it may have a material adverse effect on us .

Exposures to Former Hyundai Group Companies

A number of the former and current Hyundai Group companies, which used to be one of the largest chaebols in Korea, have been experiencing financial difficulties as a result of, among other things, their liquidity problems since the Asian financial crisis in 1997. The most significant of such companies that are experiencing financial difficulties are Hynix Semiconductor (formerly known as Hyundai Electronics), Hyundai Merchant Marine, Hyundai Engineering & Construction, Hyundai Petrochemicals and Inchon Oil Refinery. As of December 31, 2002, 2.6% of our total exposure was to the former Hyundai Group companies. As of December 31, 2003, 1.94% of our total exposure was to the former Hyundai Group companies. The former Hyundai Group companies have undergone corporate restructuring resulting in a breakoff from the former Hyundai Group of (i) Hyundai Motor Company and its affiliates, (ii) Hyundai Corporation and its affiliates, including Hyundai Merchant Marine, (iii) Hyundai Oil and its affiliates, including Inchon Oil Refinery, and (iv) Hyundai Heavy Industries and its affiliates. Each of Hyundai Petrochemical, Hyundai Engineering & Construction and Hynix Semiconductor were separately disaffiliated from the former Hyundai Group as a result of corporate restructuring by creditor action, including capital reductions and debt-to-equity swaps.

The following table shows, as of December 31, 2003, the breakdown of our total exposure by member companies of the former Hyundai Group.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified as Impaired Loans
(In billions of Won)							
Hyundai Motor Group:							
Hyundai Motor Company	W 4	W 105	W 12	W 28	W 150	W 299	W
Kia Motors Company	44	126	2	10	67	249	
Hyundai Hysco Co.	116	1			34	151	
INI Steel Company		16	1		104	121	
Hyundai Capital	70			20		90	

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Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified as Impaired Loans
(In billions of Won)							
Wia Corporation	80				2	82	
Hyundai Mobis Co.		53	7			60	
Hyundai Powertech	39				17	56	
Daimler Hyundai Truck Corporation	20	5			11	36	
Dymos Co.	29				6	35	
Rotem Co.	8	4		5	18	35	
KEFICO	13				16	29	
Hyundai Card Co.	20					20	
Globis Co.	18					18	
Bontec Co., Ltd.					10	10	10
BNG Steel Co., Ltd.					12	12	
Amco Corp.	10					10	
Autoever Systems Corp.	9					9	
E-HD. COM		5				5	
NGVTek Co., Ltd.	1					1	
Hyundai Corporation Group:							
Hyundai Merchant Marine Co.	242	175			1	418	254
Hyundai Heavy Group:							
Hyundai Heavy Industries Co.	9	3			97	109	
Hyundai Mipo Dockyard Co., Ltd			1		21	22	
Hyundai Samho Heavy Industries Co., Ltd.	10	7			3	20	
Disaffiliated:							
Hynix Semiconductor	1	63	188	1		253	64
Inchon Oil Refinery Co.	100		5			105	100
Hyundai Oilbank Corporation	6				78	84	
Hyundai Petrochemical Co.	19			1	44	64	
Hyundai Engineering & Construction Co.	2		30	12		44	2
Pantech & Curitel	25	2			13	40	
Hyundai Department Store Co., Ltd.	10			10		20	
Hyundai Station Development Co., Ltd.					9	9	
Koryo Development Corp.		1			1	2	
Hyundai ENG Plastics Co.	2					2	
Hyundai Marine & Fire Insurance Co., Ltd.			2			2	

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Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified as Impaired Loans
(In billions of Won)							
Hyundai Corporation					1	1	
Hyundai Industry Ltd.			1			1	
	—	—	—	—	—	—	—
Total	W 907	W 566	W 249	W 87	W 715	W 2,524	W 430

See Item 3. Key Information Risk Factors Risks Relating to our banking business We have exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

Hynix Semiconductor

As a result of, among other things, intense capital requirements and falling memory prices, Hynix Semiconductor has experienced and is continuing to experience significant financial difficulties. In May 2001, domestic commercial banks, asset management companies and certain other financial institution creditors of Hynix Semiconductor agreed to provide financial assistance under which Shinhan Bank purchased W 50 billion of convertible bonds for cash and extended the maturities of certain credits in an aggregate amount of W 351 billion (certain types of credits being based on the credit limits) to June 2003 (except, in the case of US\$59.0 million, to September 2005) and Chohung Bank purchased W 134 billion of convertible bonds for cash and extended the maturities of certain credits in an aggregate amount of W 648 billion (certain types of credits being based on the credit limits) to June 2003 (except, in the case of US\$14.4 million, to April 2005). In June 2001, Hynix Semiconductor issued US\$1.2 billion of global depository shares representing common shares.

On October 31, 2001, the creditors committee of Hynix Semiconductor resolved to restructure the existing credits and provide additional credits in accordance with the Corporate Restructuring Promotion Act. The following summarizes the agreements applicable to commercial banks:

Equity conversion of W 2.9 trillion of existing loans and other exposure (including the convertible bonds in the amount of W 1 trillion issued in June 2001) to three-year mandatorily convertible bonds. Conversion price is capped at W 3,100 per share but was adjusted downward on May 31, 2002 to the minimum conversion price of W 708 per share. Shares received upon conversion are subject to sales restriction until the end of 2006.

Conversion of trade related credit line of US\$223 million to mid- to long-term loans maturing at the end of 2004 at 6.0%.

Extension of the maturities (to the end of 2004 for short-term loans and credit lines) and reduction of the interest rates (at 6.0% for loans in Korean Won, including syndicated loans and overdrafts).

Extension of additional credits in the amount of W 658 billion, 50% of which will be provided for capital expenditures with a maturity of five years and 50% for working capital with a maturity of three years, both at an interest rate of 7.0% per annum. Such additional credits were all extended to Hynix Semiconductor by the end of March 2002.

Dissenters' rights: Korea First Bank and three other banks exercised their dissenters' right pursuant to the Corporate Restructuring Promotion Act and Hynix Semiconductor repaid the claims of such dissenting banks, except the claims of Korea First Bank in the amount of W 63 billion, in May 2002. With respect to the claims of Korea First Bank, it was agreed that Hynix Semiconductor would repay the full amount by the end of 2003. In the case of Hynix Semiconductor's failure to repay this amount when due, pursuant to the Corporate Restructuring Promotion Act, the creditors committee of Hynix Semiconductor shall be liable for the repayment of the claim by Korea First Bank. For description of dissenter's right under the Corporate Restructuring Promotion Act, see Credit Exposures to Companies in Workout, Court Receivership and Composition below.

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In connection with the equity conversion described above, Shinhan Bank acquired W 125 billion of mandatorily convertible bonds in exchange for total exposure of W 406 billion and Chohung Bank acquired W 424 billion of mandatorily convertible bonds in exchange for total exposure of W 733 billion. On June 1, 2002, the creditors of Hynix Semiconductor converted the convertible bonds held by the various creditor banks. On the same date, Shinhan Bank and Chohung Bank converted their convertible bonds into equity shares of Hynix Semiconductor at the conversion price of W 708 per share. Shinhan Bank disposed of such equity shares in June 2002, recording a loss on disposition of W 59.3 billion. Chohung Bank maintained its ownership and recorded a 70% aggregate loss in the aggregate amount of W 297 billion and reflected W 127 billion as book value (W 212 per share) of equity shares of Hynix Semiconductor. Following approval at the creditors committee, in April 2003, Hynix Semiconductor conducted a 21 to 1 capital reduction of its equity shares and Chohung Bank converted an additional W 161 billion of convertible bonds into equity shares of Hynix Semiconductor at the conversion price of W 9,513 per share. As a result of such capital reduction, Chohung Bank currently owns 45,418,897 shares of Hynix Semiconductor, representing 10.24% of its outstanding shares, of which 31,739,897 shares are subject to a lock-up until the end of 2006.

Following the breakdown in talks with Micron Technology about its investment or acquisition of Hynix Semiconductor or its assets, the creditors committee of Hynix Semiconductor has agreed to further restructuring of Hynix Semiconductor, including additional debt restructuring, in consultation with Deutsche Bank, outside advisor to the creditors committee of Hynix Semiconductor.

In May 1997, in connection with the financing of US\$850 million for the construction of a fabrication plant in Eugene, Oregon of Hyundai Semiconductor America, Hyundai Heavy Industries, Hyundai Merchant Marine and Hyundai Corporation entered into a group support agreement to unconditionally, irrevocably and jointly and severally guarantee the obligations of Hynix Semiconductor. This transaction resulted in a creation of joint and several obligations of these three companies in favor of the creditors of Hynix Semiconductor in the amount of US\$850 million, subject to scheduled repayment. Hynix Semiconductor's failure to perform its obligations under this transaction will trigger this obligation and will give rise to significant liquidity problems and capital requirements for these three companies, resulting in asset quality deterioration of our total exposure outstanding to these three companies.

As of December 31, 2003, our total exposure outstanding to Hynix Semiconductor was W 253 billion, or 0.19% of our total exposure, consisting of W 64 billion in unsecured loans, W 1 billion in debt securities and W 188 billion in equity securities. For our total loans of W 64 billion, we made an allowance for loan losses of W 50 billion. The value of our debt securities exposure of W 1 billion and equity securities exposure of W 188 billion to Hynix Semiconductor reflect the accumulated loss of W 3 billion, W 297 billion and W 1 billion, respectively, recognized during the year ended December 31, 2001, 2002 and 2003.

While we currently do not intend to provide additional financial assistance, including extension of new credit, to normalize Hynix Semiconductor and its operations, the final outcome of the matters relating to Hynix Semiconductor is uncertain and subject to significant variation over time.

Hyundai Merchant Marine

Primarily due to large capital expenditures from borrowings, a decline in the shipping industry since 2001 as well as losses from its Mt. Kumgang operations in North Korea since 1999, Hyundai Merchant Marine has been experiencing financial difficulties and has recorded significant decreases in sales and profitability. In October 2002, a meeting of the creditor financial institutions of Hyundai Merchant Marine was held to provide a bridge financing of W 50 billion, in which we, including Chohung Bank, did not participate. In addition, the creditor financial institutions agreed to extend the maturities of their respective short-term loans to Hyundai Merchant Marine to the end of 2002. In December 2002, as part of its restructuring efforts, Hyundai Merchant Marine entered into a definitive agreement to sell its automobile shipping division to Eurkor Car Carriers Inc., a consortium led by Wallenius of Sweden, Wilhelmsen of Norway and Hyundai Motor Company of Korea, for a sale price of US\$1.3 billion plus assumption of liabilities of US\$200 million in related ship financing. Hyundai Merchant Marine used the proceeds from the sale of its automobile shipping division to repay outstanding loans extended by its creditor financial institutions. In addition, Hyundai Heavy

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Industries and Hyundai Motor Company have outstanding guarantees in favor of Hyundai Merchant Marine in the amount of approximately US\$2.5 billion and approximately US\$400 million, respectively.

As of December 31, 2003, our total loans to Hyundai Merchant Marine of W 254 billion were classified as impaired, of which W 168 billion was in connection with ship financing, substantially all of which were secured by ship mortgages and guarantees by Hyundai Heavy Industries, and W 86 billion was in connection with general purpose loans. We made an aggregate allowance for loan losses of W 80 billion in respect of our total loans to Hyundai Merchant Marine as of December 31, 2003.

Inchon Oil Refinery

As of December 31, 2003, our total exposure outstanding to Inchon Oil Refinery was W 105 billion, or 0.08% of our total exposure, consisting of W 100 billion in loans and W 5 billion in equity securities. We made an allowance for loan losses of W 71 billion in connection with these loans, of which W 38 billion are secured and W 62 billion are unsecured. No assurance can be given that we will be able to fully recover on these secured loans. Since January 2002, we have not provided any additional credits to Inchon Oil Refinery. Inchon Oil Refinery is currently under court receivership.

Hyundai Engineering & Construction

At a creditors' meeting in June 2001, 44 domestic financial institutions, including Shinhan Bank, Chohung Bank and 13 other commercial banks, which have extended credits to Hyundai Engineering & Construction agreed to and approved the following:

convert credits in an aggregate amount of W 1,400 billion into equity through a debt-to-equity swap after a 5.99:1 capital reduction, according to which Shinhan Bank converted W 33 billion of credits into common shares representing approximately 1.5% of Hyundai Engineering & Construction's outstanding common shares as of December 31, 2001 and Chohung Bank converted W 96 billion of credits into common shares representing approximately 4.4% of Hyundai Engineering & Construction's outstanding common shares as of December 31, 2001;

participated in (i) a rights offering of W 750 billion, of which Shinhan Bank subscribed for W 20 billion of common shares at W 5,000 per share, representing approximately 0.9%, and Chohung Bank subscribed for W 57 billion of common shares at W 5,000 per share, representing approximately 2.7%, and (ii) an offering of convertible bonds due April 2004 of W 750 billion, of which Shinhan Bank purchased W 30 billion and converted into 2,688,560 shares, or 2.46%, of Hyundai Engineering & Construction's common shares in March 2004, and Chohung Bank purchased W 88 billion in 2001, and converted the full amount into Hyundai Engineering & Construction's common shares and subsequently disposed of them in 2003; and

asset management companies, instead of participating in the debt-to-equity swap, agreed to extend the maturities of Hyundai Engineering & Construction's debentures in an aggregate amount of W 515 billion for three years from their respective maturities.

As of December 31, 2003, our total exposure outstanding to Hyundai Engineering & Construction was W 44 billion, or 0.03% of our total exposure, consisting of W 2 billion in loans, W 12 billion in debt securities and W 30 billion in equity securities. While we made no allowance for loan losses, we recognized an impairment loss of W 12 billion against equity securities, which we believe is other than temporary.

Since January 2003, we have not provided additional credits to Hyundai Engineering & Construction.

Exposures to Ssangyong Group Companies

In 1998, Daewoo Motors acquired Ssangyong Motors from the former Ssangyong Group, on condition that certain of the then existing liabilities of Ssangyong Motors be retained by the former Ssangyong Group. In connection with this transaction, nine member companies of the Ssangyong Group assumed in the aggregate liabilities of W 1.8 trillion, which subsequently resulted in significant increases in interest expense

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for such companies, further aggravated by a sharp increase in interest rates during the financial crisis of the late 1990 s. Several of the Ssangyong Group companies, including Ssangyong Corporation, Ssangyong Cement Industrial and Ssangyong Engineering & Construction, have experienced significant financial and liquidity difficulties as a result and were subsequently placed under workout programs by their respective creditors.

As of December 31, 2003, 0.74% of our total exposure was to the member companies of the Ssangyong Group. The following table shows, as of December 31, 2003, the breakdown of our total exposure by member companies of the Ssangyong Group.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified As Impaired Loans
(In billions of Won)							
S-Oil	W 120	W 2	W 1	W 8	W 236	W 367	W
Ssangyong Corporation	9	138	22	45	124	338	271
Ssangyong Cement Industrial	157		38	46		241	156
Ssangyong Resources Development Co., Ltd.	6				2	8	
Ssangyong Shipping	2	5				7	1
Ssangyong Engineering & Construction			4			4	
Total	W 294	W 145	W 65	W 99	W 362	W 965	W 428

Note:

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

In July 2003, the committee of creditors participating in the workout program of Ssangyong Cement Industrial approved a plan to (i) extend new credits of W 150 billion to provide additional liquidity, of which Chohung Bank's portion was W 50 billion, all of which are entitled to priority in repayment as agreed by the creditors committee, (ii) debt-to-equity swap of W 573 billion, in which we did not participate, and (iii) extend the maturity for repayment of principal from December 2003 to December 2005.

As of December 31, 2003, Ssangyong Engineering & Construction's backlog of construction orders is reported to amount to approximately W 1.4 trillion. Due to improved operations, the creditors' committee is seeking to terminate the workout program and sell equity securities of Ssangyong Engineering & Construction obtained through previous debt-to-equity swaps.

In August 2003, the committee of credits participating in the workout program of Ssangyong Corporation approved a plan to (i) conduct a 5-to-1 capital reduction of existing shares of Ssangyong Corporation (including minority share ownership and shares obtained through debt-to-equity swaps) and (ii) subsequently enter into an additional debt-to-equity swap of loans in the aggregate principal amount of approximately W 121.4 billion, including W 80 billion of our loans consisting of W 79.6 billion from Chohung Bank and W 0.3 billion from Shinhan Bank.

As of December 31, 2003, our total exposure to Ssangyong Corporation (including its overseas offices in Hong Kong, Japan and Singapore) and Ssangyong Cement Industrial amounted to W 338 billion and W 241 billion, respectively. Of our total loans and guarantees and acceptances to Ssangyong Group, W 428 billion was classified as impaired. As of December 31, 2003, allowance for loan losses and guarantees and acceptances with respect to our loans and guarantees and acceptances to Ssangyong Corporation and Ssangyong Cement Industrial were W 113 billion and W 20 billion, respectively. See Item 3. Key Information Risk Factors Risks Relating to our banking business We have significant exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

Except as described above, no material changes have occurred with respect to our exposures to the former Ssangyong Group companies since December 31, 2002. See Item 3. Key Information Risk Factors

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Risks Relating to our banking business We have significant exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

Exposures to Former Daewoo Group Companies

The financial condition of the former Daewoo Group, which was one of the largest chaebols in Korea, has deteriorated over the past several years. In August 1999, the principal creditor banks of the former Daewoo Group commenced formal workout procedures with respect to 12 member companies of the Daewoo Group, including Daewoo Corporation, Daewoo Motor, Daewoo Electronics, Daewoo Heavy Industries, Daewoo Telecom and Ssangyong Motors. Currently, many of these companies either are subject to liquidation proceedings or have been liquidated, are under workouts or court receivership proceedings, have been split up into more than one company or are looking for purchasers. In 2002, General Motors, the world's largest automaker, purchased key assets of Daewoo Motor and acquired a 67.0% stake in agreement with Daewoo creditors to revive the company. As a condition to the successful sale of Daewoo Motors to General Motors, four creditor financial institutions of Daewoo Motors, including us, entered into a commitment to extend new credits to the newly restructured Daewoo Motors after the acquisition by General Motors. Pursuant to this arrangement, Chohung Bank made commitments to Daewoo Motors to extend credits in the aggregate principal amount of US\$100 million, none of which has been drawn by Daewoo Motors to date. Shinhan Bank made no such commitments.

As of December 31, 2003, 0.46% of our total exposure was to the member companies of the former Daewoo Group. The following table shows, as of December 31, 2003, the breakdown of our total exposure by member companies of the former Daewoo Group.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts Classified as Impaired Loans
(In billions of Won)							
Ssangyong Motors	W 3	W 5	W 99	W	W 49	W 156	W 57
Daewoo International		5	13		73	91	76
Daewoo Construction	23		30	21		74	23
Daewoo Electronics Corp.	36	2	30	1		69	39
Daewoo Shipbuilding & Marine Engineering			3		60	63	
Daewoo Heavy Industries & Machinery	3		1	2	41	47	
Daewoo Telecom	42					42	42
Daewoo Electronics Service	30					30	30
Partsnic Co., Ltd.	6	2			8	16	
Daewoo Securities Co., Ltd	1		3			4	
Daewoo Precision Industries Co., Ltd.			4			4	
Daewoo Motors		1	1			2	1
Orion Electric Company	1			1		2	1
Total	W 145	W 15	W 184	W 25	W 231	W 600	W 269

Note:

- (1) Ssangyong Motors was acquired by the Daewoo Group in 1998 and was a member company of the Daewoo Group until April 2000, when it was disaffiliated from the former Daewoo Group upon satisfying certain regulatory requirements of the Korea Fair Trade Commission.

As of December 31, 2003, our total exposure to the former Daewoo Group companies was W 600 billion, including exposures to Ssangyong Motors, Daewoo Electronics Corp., Daewoo Shipbuilding & Marine

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Engineering and Daewoo Electronics Service of W 156 billion, W 69 billion, W 63 billion and W 30 billion, respectively. Of our total loans and guarantees and acceptances to the Daewoo Group companies, including Ssangyong Motors, Daewoo Electronics Service, Daewoo Motors and Daewoo Telecom, W 269 billion were classified as impaired, for which we made aggregate allowances of W 95 billion. We classify loans and guarantees and acceptances to other Daewoo Group companies, including Daewoo Construction and Daewoo Electronics Corp. as performing in accordance with our internal credit rating methodology and therefore no specific allowances are made against these loans or guarantees and acceptances. Management believes the general allowance of W 705 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within these loans. See Item 3. Key Information Risk Factors Risks Relating to our banking business. We have significant exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

No material changes have occurred with respect to our exposures to the former Daewoo Group companies since December 31, 2003.

Loan Concentration by Industry

The following table shows the aggregate balance of our corporate loans by industry concentration as of December 31, 2003.

Industry	Aggregate Loan Balance	Percentage of Total Corporate Loan Balance
	(In billions of Won)	(Percentages)
Manufacturing	W 23,231	42.95%
Retail and wholesale	8,578	15.86
Real estate, leasing, and service	6,132	11.34
Construction	2,999	5.54
Hotel and leisure	1,977	3.66
Finance and insurance	1,616	2.99
Transportation, storage and communication	3,444	6.37
Other service	5,649	10.44
Other	460	0.85
	<hr/>	<hr/>
Total	W 54,086	100.00%
	<hr/>	<hr/>

We, in particular Chohung Bank, have increased significant exposure to the real estate, leasing and service industry as it presented significant growth opportunities in recent years. Our loans to the real estate, leasing and service industry increased from W 4,552 billion, or 8.99% of total loans (Shinhan Bank and Chohung Bank combined), as of December 31, 2002 to W 6,132 billion, or 11.34% of total corporate loans, as of December 31, 2003. In addition, our loans to the hotel and leisure industry as of December 31, 2003 was W 1,977 billion, or 3.66% of total corporate loans. However, the real estate, leasing and service industry and the hotel and leisure industry have been experiencing significant difficulties recently resulting in higher delinquencies and impairment. As of December 31, 2003, under Korean GAAP, the delinquency ratios for loans to the real estate, leasing and service industry were 3.97% for Chohung Bank and 1.38% for Shinhan Bank, in each case net of charge-offs and loan sales. As of December 31, 2003, under Korean GAAP, the delinquency ratios for loans to the hotel and leisure industry were 5.06% for Chohung Bank and 1.59% for Shinhan Bank, in each case net of charge-offs and loan sales.

Table of Contents*Loan Concentration by Size of Loans*

The following table shows the aggregate balances of our loans by outstanding loan amount as of December 31, 2003.

	Aggregate Loan Balance	Percentage of Total Corporate Loan Balance
	(In billions of Won)	(Percentages)
Commercial and industrial		
Up to W 10 million	W 215	0.23%
Over W 10 million to W 50 million	2,022	2.12
Over W 50 million to W 100 million	2,409	2.53
Over W 100 million to W 500 million	10,056	10.55
Over W 500 million to W 1 billion	4,441	4.66
Over W 1 billion to W 5 billion	8,087	8.49
Over W 5 billion to W 10 billion	2,534	2.66
Over W 10 billion to W 50 billion	4,547	4.77
Over W 50 billion to W 100 billion	492	0.52
Over W 100 billion	814	0.85
	<hr/>	<hr/>
Sub-total	W 35,617	37.38%
	<hr/>	<hr/>
Other commercial		
Up to W 10 million	W 62	0.07%
Over W 10 million to W 50 million	565	0.59
Over W 50 million to W 100 million	660	0.69
Over W 100 million to W 500 million	3,160	3.32
Over W 500 million to W 1 billion	2,013	2.11
Over W 1 billion to W 5 billion	4,251	4.46
Over W 5 billion to W 10 billion	2,791	2.93
Over W 10 billion to W 50 billion	3,186	3.34
Over W 50 billion to W 100 billion	588	0.62
Over W 100 billion	102	0.11
	<hr/>	<hr/>
Sub-total	W 17,378	18.24%
	<hr/>	<hr/>
Lease financing		
Up to W 10 million	W 3	0.00%
Over W 10 million to W 50 million	22	0.02
Over W 50 million to W 100 million	26	0.03
Over W 100 million to W 500 million	166	0.17
Over W 500 million to W 1 billion	96	0.10
Over W 1 billion to W 5 billion	295	0.31
Over W 5 billion to W 10 billion	191	0.20
Over W 10 billion to W 50 billion	173	0.18
Over W 50 billion to W 100 billion	119	0.13
Over W 100 billion		0.00
	<hr/>	<hr/>
Sub-total	W 1,091	1.14%
	<hr/>	<hr/>

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	Aggregate Loan Balance	Percentage of Total Corporate Loan Balance
	(In billions of Won)	(Percentages)
Mortgage and home equity		
Up to W 10 million	W 352	0.37%
Over W 10 million to W 50 million	6,506	6.83
Over W 50 million to W 100 million	6,506	6.83
Over W 100 million to W 500 million	6,830	7.16
Over W 500 million to W 1 billion	269	0.28
Over W 1 billion to W 5 billion	54	0.06
Over W 5 billion		0.00
Sub-total	W 20,517	21.53%
Other consumer		
Up to W 10 million	W 4,169	4.37%
Over W 10 million to W 50 million	4,613	4.84
Over W 50 million to W 100 million	1,781	1.87
Over W 100 million to W 500 million	2,794	2.93
Over W 500 million to W 1 billion	608	0.65
Over W 1 billion to W 5 billion	615	0.64
Over W 5 billion to W 10 billion		0.00
Over W 10 billion to W 50 billion		0.00
Over W 50 billion		0.00
Over W 100 billion		0.00
Sub-total	W 14,580	15.30%
Credit cards		
Up to W 10 million	W 4,341	4.56%
Over W 10 million to W 50 million	1,060	1.11
Over W 50 million to W 100 million	54	0.06
Over W 100 million to W 500 million	123	0.13
Over W 500 million to W 1 billion	47	0.05
Over W 1 billion to W 5 billion	195	0.20
Over W 5 billion to W 10 billion	195	0.20
Over W 10 billion to W 50 billion	11	0.01
Over W 50 billion to W 100 billion	86	0.09
Over W 100 billion		0.00
Sub-total	W 6,112	6.41%
Total	W 95,295	100.00%

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The following table sets out the scheduled maturities (time remaining until maturity) of our loan portfolio as of December 31, 2003.

The amounts disclosed are before deduction of attributable loan loss reserves.

As of December 31, 2003				
	1 Year or Less	Over 1 Year but Not More Than 5 Years	Over 5 Years	Total
(In billions of Won)				
Corporate:				
Commercial and industrial	W 30,595	W 4,048	W 974	W 35,617
Other commercial	11,776	4,114	1,488	17,378
Lease financing	62	691	338	1,091
Total corporate	W 42,433	W 8,853	W 2,800	W 54,086
Consumer:				
Mortgage and home equity	W 8,082	W 10,959	W 1,476	W 20,517
Other consumer	11,370	3,152	58	14,580
Credit cards	6,004	99	9	6,112
Total consumer	W 25,456	W 14,210	W 1,543	W 41,209
Total gross loans	W 67,889	W 23,063	W 4,343	W 95,295

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

Interest Rate Sensitivity

The following table shows our loans by interest rate sensitivity as of December 31, 2003.

As of December 31, 2003			
	Due Within 1 Year	Due After 1 Year	Total
(In billions of Won)			
Fixed rate loans(1)	W 22,742	W 5,808	W 28,550
Variable rate loans(2)	45,147	21,598	66,745
Total gross loans	W 67,889	W 27,406	W 95,295

Notes:

- (1) Fixed rate loans are loans for which the interest rate is fixed for the entire term. Includes W 5,513 billion of loans due within one year and W 667 billion of loans due after one year, which are priced based on one or more reference rates which may vary at our discretion. However, it is not our practice to change such reference rates during the life of a loan.
- (2) Variable or adjustable rate loans are for which the interest rate is not fixed for the entire term.

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

Nonaccrual Loans and Past Due Accruing Loans

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

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

Interest foregone is the interest due on nonaccrual loans that has not been accrued in our books of account. For the year ended December 31, 2003, we would have recorded gross interest income of W 110 billion, compared to W 69 billion for the year ended December 31, 2002 and W 73 for the year ended December 31, 2001 on loans accounted for on a nonaccrual basis throughout the year, or since origination for loans held for part of the year, had the loans been current with respect to their original contractual terms. The amount of interest income on those loans that was included in our net income for the years ended December 31, 2001, 2002 and 2003 were W 49 billion, W 43 billion and W 48 billion, respectively.

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

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

	As of December 31,			
	2000	2001	2002	2003
	(In billions of Won)			
Loans accounted for on a nonaccrual basis				
Corporate	W 567	W 834	W 741	W 1,536
Consumer	59	78	111	580
Credit cards	169	234	358	1,016
Sub-total	795	1,146	1,210	3,132
Accruing loans which are contractually past due one day or more as to principal or interest				
Corporate(1)	1	29	32	196
Consumer(2)	20	32	38	27
Credit cards	—	—	—	—
Sub-total	21	61	70	223
Total	W 816	W 1,207	W 1,280	W 3,355

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- (1) Includes accruing loans which are contractually past due 90 days or more in the amount of W 6 billion of corporate loans, W 2 billion of corporate loans and W 113 billion of corporate loans as of December 31, 2001, 2002 and 2003, respectively.
- (2) Includes accruing loans which are contractually past due 90 days or more in the amount of W 8 billion of consumer loans, W 10 billion of consumer loans and W 7 billion of consumer loans as of December 31, 2001, 2002 and 2003, respectively.

Troubled Debt Restructurings

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

	As of December 31,			
	2000	2001	2002	2003
	(In billions of Won)			
Loans not included in nonaccrual and past due loans which are classified as troubled debt restructurings	W 365	W 360	W 145	W 1,179

For the year ended December 31, 2003, interest income that would have been recorded under the original contract terms of restructured loans amounted to W 19 billion, out of which W 13 billion was reflected as our interest income during 2003.

Credit Exposures to Companies in Workout, Court Receivership and Composition

Shinhan Bank's exposures in restructuring are managed and collected by our Corporate Restructuring Team. Chohung Bank's exposures in restructuring are managed and collected by Chohung Bank's Loan Recovery Division. As of December 31, 2003, W 2,490 billion or 1.92% of our total exposure was under restructuring. The legal form of our restructurings is principally either workout, court receivership or composition.

Workout

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

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The total amount currently undergoing workout as of December 31, 2003 was W 2,021 billion, including W 1,388 billion of loans and W 633 billion of other exposures.

Court Receivership

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

The total amount currently undergoing court receivership as of December 31, 2003 was W 380 billion, including W 366 billion of loans and W 14 billion of other exposures.

Composition

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

The total amount currently undergoing composition as of December 31, 2003 was W 89 billion, including W 76 billion of loans and W 13 billion of other exposures.

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

The following table shows, as of December 31, 2003, our ten largest exposures that had been negotiated in workouts, composition or court receivership.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure(1)
	(In billions of Won)					
SK Networks	W 229	W 263	W 182	W 52	W 83	W 809
Ssangyong Corporation	9	138		44	116	307
Ssangyong Cement Industrial	157			1		158
Inchon Oil Refinery	100		5			105
Dongbang T&C	73	15			10	98
Saehan	64	18			6	88
Daewoo International		5	5		71	81
LG Card	75					75
Hynix Semiconductor		56	3			59
New Core	56				2	58
Total	W 763	W 495	W 195	W 97	W 288	W 1,838

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Note:

- (1) Only includes the portion of total exposure identified by us as troubled debt restructuring and excludes amount of loans or other exposures to the same borrower that are not subject to workouts, composition or court receivership.

Potential Problem Loans

As of December 31, 2003, we had W 680 billion of loans which are current as to payment of principal and interest but where there exists serious doubt as to the ability of the borrower to comply with repayment terms in the near future, which consist primarily of our loans to LG Card, Hyundai Merchant Marine, Daewoo Motor Co., Ltd. and Hyundai Corporation. These loans are classified as impaired and therefore included in our calculation of loan loss allowance under U.S. GAAP.

We have certain other interest-earning assets that, if they were loans, would be required to be disclosed as part of the nonaccrual, past due or troubled debt restructuring or potential problem loan disclosures provided above. As of December 31, 2003, we had debt securities with a book value of W 1 billion on which interest was past due.

Provisioning Policy

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

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

Loan Classifications

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

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

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Corporate Loans

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

Under U.S. GAAP, a loan is impaired when, based on current information and events, it is probable that the creditor will be unable to collect all amounts due according to the contractual terms of the agreement. We use our local loan classifications as a basis to identify impaired loans. We consider the following loans to be impaired loans for the purpose of determining our specific allowance:

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

loans that are 90 days or more past due; and

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

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

Loans Individually Identified for Review and Considered Impaired

Consistent with the internal credit risk monitoring policies, we evaluate larger-balance impaired loans (which are impaired loans in excess of W 1 billion for all of our subsidiaries except Chohung Bank whose impaired loans are in excess of W 2 billion) individually for impairment. Loan loss allowances for these loans are generally established by discounting the estimated future cash flows (both principal and interest) we expect to receive using the loan's effective interest rate. We consider the likelihood of all possible outcomes in determining our best estimate of expected future cash flows. Management consults closely with individual loan officers and reviews the cash flow assumptions used to ensure these estimates are valid.

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

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

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

Loans Collectively Evaluated for Impairment

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

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

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

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

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Industry concentrations;

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

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

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

	As of December 31,		
	2001	2002	2003
	(Percentages)		
Normal	0.57%	2.09%	2.35%
Precautionary	7.39	15.05	23.72
Substandard	27.24	31.06	33.01
Doubtful	70.97	75.39	68.63
Estimated loss	95.77	99.09	90.11

Loans not Specifically Identified as Impaired

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

Leases

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

Consumer loans

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

Mortgages;

Home equity loans;

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

Credit cards.

Mortgages, Home Equity Loans and Other Consumer Loans

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

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

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

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

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

Table of Contents***Credit Cards***

We establish an allowance for the credit card portfolio using a roll-rate model. A roll-rate model is a statistical tool used to monitor the progression of loans based on aging of the balance and established loss rates. The actual loss rates derived from this model are used to project the percentage of losses within each aging category based on performance over an established period of time.

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

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

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

Delinquency levels of cardholders;

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

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

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

Loan Aging Schedule

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

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

Non-Performing Loans

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

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

As of December 31,

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	2000	2001	2002	2003
	(In billions of Won, except percentages)			
Total non-performing loans	W 407	W 530	W 518	W 1,844
As a percentage of total loans	1.46%	1.57%	1.15%	1.94%

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

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

As of December 31,

	2000			2001			2002			2003		
	Total Loans	Non-Performing Loans	Ratio of Non-Performing Loans	Total Loans	Non-Performing Loans	Ratio of Non-Performing Loans	Total Loans	Non-Performing Loans	Ratio of Non-Performing Loans	Total Loans	Non-Performing Loans	Ratio of Non-Performing Loans
(In billions of Won, except percentages)												
Corporate												
Commercial and industrial	W 13,847	W 238	1.72%	W 13,459	W 342	2.54%	W 15,800	W 211	1.34%	W 35,617	W 739	2.07%
Other commercial	6,746	121	1.79	6,748	125	1.85	9,352	205	2.19	17,378	558	3.21
Lease financing				598	3	0.50	636	1	0.16	1,091	8	0.73
Total corporate	20,593	359	1.74	20,805	470	2.26	25,788	417	1.62	54,086	1,305	2.41
Consumer												
Mortgage and home Equity	2,376	28	1.18	7,253	28	0.39	11,539	34	0.29	20,517	133	0.65
Other consumer	3,330	11	0.33	3,537	16	0.45	4,962	19	0.38	14,580	232	1.59
Credit cards	1,570	9	0.57	2,070	16	0.77	2,763	48	1.74	6,112	174	2.85
Total consumer	7,276	48	0.66	12,860	60	0.47	19,264	101	0.52	41,209	539	1.31
Total	W 27,869	W 407	1.46%	W 33,665	W 530	1.57%	W 45,052	W 518	1.15%	W 95,295	W 1,844	1.94%

Top Twenty Non-Performing Loans

As of December 31, 2003, our twenty largest non-performing loans accounted for 36.5% of our total non-performing loan portfolio. The following table shows, at the date indicated, certain information regarding our twenty largest non-performing loans.

As of December 31, 2003

		Industry	Gross Principal Outstanding	Allowance for Loan Losses
(In billions of Won)				
1	Borrower A	Retail and wholesale	W 109	W 28
2	Borrower B	Manufacturing	100	71
3	Borrower C	Manufacturing	63	31
4	Borrower D	Retail and wholesale	56	10
5	Borrower E	Manufacturing	42	42

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6	Borrower F		Manufacturing	42	24
7	Borrower G		Manufacturing	38	8
8	Borrower H		Manufacturing	33	
9	Borrower I		Manufacturing	33	4
10	Borrower J		Manufacturing	30	30
11	Borrower K		Manufacturing	17	3
12	Borrower L		Manufacturing	16	1
13	Borrower M	Hotel and leisure		14	2
14	Borrower N		Construction	14	3
15	Borrower O	Real Estate, Leasing, and Service		12	3
16	Borrower P		Manufacturing	12	9
17	Borrower Q	Transportation, storage and communication		12	4

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As of December 31, 2003

	Industry	Gross Principal Outstanding	Allowance for Loan Losses
		(In billions of Won)	
18	Borrower R	Construction	10
19	Borrower S	Other service	10
20	Borrower T	Manufacturing	9
		W 672	W 285
		W 672	W 285

Non-Performing Loan Strategy

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

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

At the same time, we also initiate our non-performing loan management process, which begins with:

identifying loans subject to a proposed sale by assessing the estimated losses from such sale based on the estimated recovery value of collateral, if any, for such non-performing loans;

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

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

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

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

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

continuing to assess and evaluate assets of our borrowers; and

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

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

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

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

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

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

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

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

Allocation of Allowance for Loan Losses

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

	As of December 31,							
	2000		2001		2002		2003	
	(In billions of Won, except percentages)							
Corporate								
Commercial and Industrial	W 547	66.06%	W 323	44.86%	W 341	34.24%	W 1,383	38.09%
Other commercial	233	28.14	275	38.19	365	36.65	626	17.24
Lease financing			35	4.86	22	2.21	45	1.24
Total corporate	780	94.20	633	87.91	728	73.10	2,054	56.57
Consumer								
Mortgages and home equity	3	0.36	9	1.25	30	3.01	53	1.46
Other consumer	11	1.33	22	3.06	59	5.92	659	18.15
Credit cards	34	4.11	56	7.78	179	17.97	865	23.82
Total consumer	48	5.80	87	12.09	268	26.90	1,577	43.43
Total allowance for loan losses	W 828	100.00%	W 720	100.00%	W 996	100.00%	W 3,631	100.00%

Our total allowance for loan losses increased by W 2,635 billion, or 264.6%, from W 996 billion as of December 31, 2002 to W 3,631 billion as of December 31, 2003. During 2002, the allowance for loan losses increased by W 276 billion, or 38.3%, from W 720 billion as of December 31, 2001 to W 996 billion as of December 31, 2002, as a result of increases in allowances for loan losses in both the corporate and consumer sectors. During 2003, the allowance for loan losses increased by W 2,635 billion due primarily to an increase in loan balance resulting from our acquisition of Chohung Bank in 2003 as well as increased delinquencies.

The allowance for corporate loan losses increased by W 95 billion, or 15.0%, from W633 billion as of December 31, 2001 to W 728 billion as of December 31, 2002. This change is the result of acquisition of subsidiaries and an increase in new loans extended to SK Networks. The allowance for corporate loan losses increased by W 1,326 billion, or 182.1%, from W 728 billion as of December 31, 2002 to W2,054 billion as of December 31, 2003. This increase is primarily attributable to a W 2,225 billion, or 176.2%, increase in the level of impaired corporate loans from W 1,263 billion to W 3,488 billion during the period under review. The increase in the level of the corporate allowance for loan losses was principally related to an increase in loan balance resulting from our acquisition of Chohung Bank in 2003.

In the consumer sector, our allowance for loan losses increased 208.0% from W 87 billion as of December 31, 2001 to W 268 billion as of December 31, 2002 as a result of an increase in consumer lending due to the extension of new consumer loans and the acquisition of subsidiaries in 2002, as well as an increase in delinquency rate. The allowance for loan losses increased by W 1,309 billion, or 488.4%, from W 268 billion as of December 31, 2002 to W 1,577 billion as of December 31, 2003, primarily due to an increase in consumer lending volume resulting from our acquisition of Chohung Bank in 2003 as well as a continuing increase in delinquency rates.

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

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

	As of December 31,		
	2001	2002	2003
	(In billions of Won, except percentages)		
Balance at the beginning of the period	W 828	W 720	W 996
Amounts charged against income	411	236	1,011
Allowance relating to loans repurchased from the Korea Asset Management Corporation	45	65	32
Gross charge-offs:			
Corporate:			
Commercial and industrial	379	105	255
Other commercial	345	22	223
Lease financing	5	10	6
Consumer:			
Mortgage and home equity	2	2	12
Other consumer	9	17	135
Credit cards	39	60	765
	<u>(779)</u>	<u>(216)</u>	<u>(1,396)</u>
Recoveries:			
Corporate:			
Commercial and industrial	60	53	82
Other commercial	58	21	73
Lease financing	1	2	
Consumer:			
Mortgage and home equity			1
Other consumer	2	1	23
Credit cards	7	17	69
	<u>128</u>	<u>94</u>	<u>248</u>
Net charge-offs	<u>(651)</u>	<u>(122)</u>	<u>(1,148)</u>
Acquisition of Chohung Bank			2,740
Acquisition of Jeju Bank		20	
Acquisition of Good Morning Securities		77	
Acquisition of Shinhan Capital	64		
Acquisition of Shinhan Securities	23		
	<u>W 720</u>	<u>W 996</u>	<u>W 3,631</u>
Ratio of net charge-offs during the period to average loans outstanding during the period	2.07%	0.30%	1.74%

Loan Charge-Offs

Our level of gross charge-offs declined from W 779 billion in 2001 to W 216 billion in 2002 primarily due to a small number of large exposures within our corporate portfolio that we deemed to be uncollectible, based on events occurring, in 2001. The number of corporate loans charged off was similar in both years but the amounts charged off in 2001 were, on average, significantly higher. The five largest charge-offs in the

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aggregate were W 419 billion and W 49 billion in 2001 and 2002, respectively. The charge-offs in 2001 included W 271 billion in respect of Hynix Semiconductor and W 18 billion in respect of Inchon Oil Refinery. The exposures charged off in 2001 were individually identified as impaired and therefore included within our allowance as of December 31, 2000 at an amount consistent with the level of gross charge off. Similarly, charge-offs occurring in 2002 were recorded at a consistent amount within our allowance as of December 31, 2001. The decrease in gross charge offs was partly offset by increases in credit card and other consumer charge-offs from W 48 billion in 2001 to W 77 billion in 2002 reflecting increased delinquencies within these portfolios.

Our level of gross charge-offs increased from W 216 billion in 2002 to W 1,396 billion in 2003 primarily due to an increase in credit card charge-offs from W 60 billion in 2002 to W 765 billion in 2003 and our acquisition of Chohung Bank and the resulting increase in charge-offs of W 776 billion. The charge-offs in 2003 included W 128 billion in respect of SK Networks.

Basic Principles

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

Loans to Be Charged-Off

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

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

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

loans for which expenses of collection exceed the collectable amount;

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

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

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

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

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

Procedure for Charge-off Approval

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

An application for Chohung Bank's loans to be charged-off is submitted by a branch to the Loan Recovery Division in the case of corporate loans in excess of W 20 million and mortgage and home equity loans, and to the Consumer Loan Collection Division in the case of corporate loans below W 20 million, other consumer loans and credit cards. An application for charge off must be submitted three months prior to the date of the write-off, which is the end of every quarter. The General Manager in charge of review evaluates the application. The General Manager of Audit and Examination Department conducts review of compliance with

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our internal procedures for charge-offs. The General Manager in charge of review gets approval from the President of Chohung Bank.

Treatment of Loans Charged-Off

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

Treatment of Collateral

When Shinhan Bank determines that a loan collateralized by real estate cannot be recovered through normal collection channels, then Shinhan Bank will petition a court to foreclose and sell the collateral through a court-supervised auction within one month after default and insolvency and within four months after delinquency. When Chohung Bank determines that a loan collateralized by real estate cannot be recovered through normal collection channels, then Chohung Bank will petition a court to foreclose and sell the collateral through a court-supervised auction within one month after default and insolvency, within four months after delinquency and immediately upon default occurring at the branch level. However, this treatment does not apply to companies under restructuring, composition, workout or other court proceedings subjecting them to restrictions on such auction procedures. In our experience, the filing of this petition with the court generally encourages the debtor to repay the overdue loan. If a debtor ultimately fails to repay and the court grants its approval for foreclosure, we will sell the collateral and recover the full principal amount and accrued interest up to the sales price, net of expenses incurred from the auction. Foreclosure proceedings under laws and regulations in Korea typically take from seven months to one year from initiation to collection depending on the nature of the collateral.

U.S. GAAP Financial Statement Presentation

Our U.S. GAAP financial statements include as charges-offs all unsecured consumer loans, including credit cards, that are overdue for more than six months. Leases are charged-off when past due for more than twelve months.

Investment Portfolio

Investment Policy

We invest in and trade Won-denominated and, to a lesser extent, foreign currency-denominated securities for our own account to:

maintain the stability and diversification of our assets;

maintain adequate sources of back-up liquidity to match our funding requirements; and

supplement income from our core lending activities.

In making securities investments, we take into account a number of factors, including macroeconomic trends, industry analysis and credit evaluation in determining whether to make investments in particular securities.

Our investments in securities are also subject to a number of guidelines, including limitations prescribed under the Financial Holding Company Act and the Bank Act. Under these regulations, a financial holding company may not invest in securities as defined in the Korean Securities and Exchange Act (other than those securities issued by its direct and indirect subsidiaries) in excess of the amount of its shareholders equity less the total amount of investment in subsidiaries, subject to certain exceptions. Generally, a financial holding company is prohibited from acquiring more than 5% of the total issued and outstanding shares of another finance-related company (other than its direct and indirect subsidiaries). Furthermore, under these regula-

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tions, Shinhan Bank and Chohung Bank must limit its investments in equity securities and bonds with a maturity in excess of three years (other than monetary stabilization bonds issued by the Bank of Korea and national government bonds) to 60.0% of our total Tier I and Tier II capital. Generally, Shinhan Bank and Chohung Bank are also prohibited from acquiring more than 15.0% of the shares with voting rights issued by any other corporation (other than for the purpose of establishing or acquiring a subsidiary). Further information on the regulatory environment governing our investment activities is set out in Supervision and Regulation Principal Regulations Applicable to Banks Restrictions on Investments in Property , Principal Regulations Applicable to Banks Restrictions on Shareholdings in Other Companies , Principal Regulations Applicable to Financial Holding Companies Liquidity and Principal Regulations Applicable to Financial Holding Companies Restrictions on Shareholdings in Other Companies .

Book Value and Market Value

The following table sets out the book value and market value of securities in our investment portfolio as of the dates indicated.

	As of December 31, 2001		As of December 31, 2002		As of December 31, 2003	
	Book Value	Market Value	Book Value	Market Value	Book Value	Market Value
(In billions of Won)						
Available-for-sale securities						
Marketable equity securities	W 1,233	W 1,233	W 2,481	W 2,481	W 435	W 435
Debt securities:						
Korean treasury and governmental agencies	2,239	2,239	2,230	2,230	8,982	8,982
Financial institutions	1,831	1,831	2,103	2,103	5,998	5,998
Corporations	1,421	1,421	1,230	1,230	1,552	1,552
Foreign government	15	15	8	8	13	13
Mortgage-backed and asset-backed securities	348	348	685	685	1,119	1,119
Total Available-for-sale	7,087	7,087	8,737	8,737	18,099	18,099
Held-to-maturity securities						
Debt securities:						
Korean treasury and governmental agencies	3,932	4,055	3,132	3,253	2,351	2,472
Financial institutions	1,088	1,103	563	572	553	574
Corporations	646	658	439	454	365	376
Mortgage-backed and asset-backed securities	372	376	274	279	336	339
Total Held-to-maturity	6,038	6,192	4,408	4,558	3,605	3,761

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	As of December 31, 2001		As of December 31, 2002		As of December 31, 2003	
	Book Value	Market Value	Book Value	Market Value	Book Value	Market Value
	(In billions of Won)					
Trading Securities						
Marketable equity securities	151	151	196	196	279	279
Debt securities:						