

KOOKMIN BANK  
Form 6-K  
March 08, 2004

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 6-K

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

For the month of March 2004

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## Kookmin Bank

(Translation of registrant's name into English)

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

(Address of principal executive office)

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

Form 20-F  Form 40-F

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

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

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

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

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

Yes \_\_\_\_\_ No X

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ON 8<sup>TH</sup> MARCH, 2004, KOOKMIN BANK MADE PUBLIC NOTICE ABOUT THE CONVOCATION OF GENERAL SHAREHOLDERS MEETING FOR THE FISCAL YEAR OF 2003 ON TWO KOREAN DAILY NEWSPAPERS PURSUANT TO KOREAN SECURITIES EXCHANGE LAW.

THE LIST OF AGENDA FOR THE GENERAL SHAREHOLDERS MEETING WAS RELEASED THROUGH THE NEWSPAPERS, AND THE DETAILED CONTENTS OF EACH AGENDA ARE IN THE PROCESS OF DISTRIBUTION TO SHAREHOLDERS OF KOOKMIN BANK FOR THEIR REFERENCE TO EXERCISE THEIR VOTING RIGHTS.

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*AGENDA FOR GENERAL SHAREHOLDERS MEETING FOR THE FISCAL YEAR 2003*

*AGENDUM I. APPROVAL OF NON CONSOLIDATED FINANCIAL STATEMENTS (BALANCE SHEET; INCOME STATEMENT; AND STATEMENT OF RETAINED EARNINGS (DISPOSITION OF ACCUMULATED DEFICIT) FOR THE FISCAL YEAR 2003*

Please find Exhibits herein attached to this document.

**Exhibit Index**

- 99.1 Non Consolidated Balance Sheets as of December 31, 2003 and 2002
- 99.2 Non Consolidated Income Statements for the Years Ended December 31, 2003 and 2002
- 99.3 Non Consolidated Statements of Retained Earnings (Disposition of Accumulated Deficit) for the Years Ended December 31, 2003 and 2002

## AGENDUM 2. PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION

| CURRENT  | AMENDED (DRAFT)  | REMARK |
|--|--|--------|
| <b>Article 1 4 (Omission)</b>  | <b>Article 1 4 (Unchanged)</b>   |        |
| <b>Article 5 (Method of Public Notices)</b>  | <b>Article 5 (Method of Public Notices)</b>  |        |
| Public notices of the Bank shall be made in <u>the Korea Daily News</u> , a daily newspaper published in Seoul. However, if <u>the Korea Daily News</u> is not available due to circumstance beyond the Bank's control, the public notices of the Bank shall be given in the Dong-a Ilbo.  | Public notices of the Bank shall be made in <u>the Seoul Shinmun</u> , a daily newspaper published in Seoul. However, if <u>the Seoul Shinmun</u> is not available due to circumstance beyond the Bank's control, the public notices of the Bank shall be given in the Dong-a Ilbo.  |        |
| <b>Article 6 22 (Omission)</b>   | <b>Article 6 22 (Unchanged)</b>  |        |
| <b>Article 23 (Omission)</b>   | <b>Article 23 (Unchanged)</b>  |        |
| The written notice of a General Meeting of Shareholders to be given to shareholders holding one-hundredth (1/100) or less of the total issued and outstanding voting shares may be substituted by giving public notice of the convening of the General Meeting of Shareholders in <u>the Korea Daily News</u> and the Dong-a Ilbo, which are published in the city of Seoul and at least two (2) notices are made in the said publications two (2) weeks prior to the date set for such Meeting; provided that, if <u>the Korea Daily News</u> and the Dong-a Ilbo are not available due to circumstances beyond the Bank's control, the public notices shall be given in the Chosun Ilbo and the Jooang Ilbo. | The written notice of a General Meeting of Shareholders to be given to shareholders holding one-hundredth (1/100) or less of the total issued and outstanding voting shares may be substituted by giving public notice of the convening of the General Meeting of Shareholders in <u>the Seoul Shinmun</u> and the Dong-a Ilbo, which are published in the city of Seoul and at least two (2) notices are made in the said publications two (2) weeks prior to the date set for such Meeting; provided that, if <u>the Seoul Shinmun</u> and the Dong-a Ilbo are not available due to circumstances beyond the Bank's control, the public notices shall be given in the Chosun Ilbo and the Jooang Ilbo. |        |
| <b>Article 24 34 (Omission)</b>  | <b>Article 24 34 (Unchanged)</b>   |        |

| CURRENT   | AMENDED (DRAFT)   | REMARK   |
|---|---|--|
| <p>Article 34-2 (Addition)</p>  | <p><b>Article 34-2 (Qualification of Non-Executive Directors)</b> <i>Non-Executive Directors shall have a good quality and experience to a certain degree, in the field of related study, such as finance, economics, management, law, accounts, the press and the like, and shall have a public reputation with any of the following qualifications:</i></p> <ol style="list-style-type: none"> <li><i>1. A professional manager or executive official (a qualified person who is or used to be above an executive official in KSE listed corporations or members of KSDA, or treated as the same)</i></li> <li><i>2. A professor above who is or used to be in authorized colleges or treated as the same</i></li> <li><i>3. A lawyer or CPA(Certified Public Accountants) with over 5-year experience</i></li> <li><i>4. A person who has served in finance related organizations with over 10-year experience</i></li> <li><i>5. A person who is recognized by the Board of Directors as the same through 1 to 4</i></li> </ol> |  |
| <p>Article 35 36 (Omission)</p>   | <p>Article 35 36 (Unchanged)</p>  |  |
| <p>Article 37 (Appointment of President, et al.)</p> <p>The Bank may appoint the President and the Senior EVP in charge, by resolution of the Board of Directors; <u>provided that, the President shall be the person recommended by the Committee on Recommendation for Candidates of Article 24 of the Banking Act.</u></p> <p>(Omission)</p> | <p>Article 37 (Appointment of President, et al.)</p> <p>The Bank may appoint the President and the Senior EVP in charge, by resolution of the Board of Directors; <u>provided that, the President shall be the person recommended by the Committee on Recommendation for President Candidates which are composed of Non-Executive Directors and shareholder representatives, and the details about composition and operation of the Committee on Recommendation for President Candidates shall be prescribed by the resolution of Board of Directors.</u></p> <p>(Unchanged)</p>  | <p>Pursuant to Article 24 of the revised Banking Act</p> |





| CURRENT  | AMENDED (DRAFT)   | REMARK |
|--|---|--------|
| Article 38 45 (Omission)                                   | Article 38 45 (Unchanged)   |        |
| Article 46 (Constitution of Audit Committee)<br>(Omission) | Article 46 (Constitution of Audit Committee)<br>(Unchanged)   |        |
| (Addition)   | <p><u>The Members of the Audit Committee shall have a certain quality and not less than one of the members of the Audit Committee shall be a professional in financial affairs pursuant to the related regulations:</u></p> <p><u>1. A lawyer, CPA, CIA(Certified Internal Auditors) with over 5-year experience in the related business</u></p> <p><u>2. A person who has been a researcher in the institutions or a full-time instructor in colleges, having a master s degree in law or economics-business with over 5-year experience</u></p> <p><u>3. A person who has served as a professional in accounting, internal supervision, audit, Information Technology (IT) and so on with over 10-year experience in finance related organizations</u></p> <p><u>4. A person who has served as an executive official for over 5-year, or as an employee who has a specific and practical knowledge in economics, business, law, accounts and the like for over 10-year in KSE listed corporations or members of KSDA</u></p> <p><u>5. A person who is recognized as the same through 1 to 4 by the Board of Directors or the Shareholders Meeting</u></p> |        |

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**(Omission)**

**(Unchanged)**

**Article 47 - 54 (Omission)**

**Article 47 - 54 (Unchanged)**

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CURRENT

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AMENDED (DRAFT)

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REMARK

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**ADDENDUM**

**Article 1 (Effective Date)** *These Articles of Incorporation shall enter into force as of March 23, 2004.*

**AGENDUM 3. APPOINTMENT OF DIRECTORS****List of Nominees for Executive Directors**

| <b>Name</b>                          | <b>Current Position</b>   | <b>Career</b>   | <b>Education</b>  | <b>Transaction with<br/>the Bank for<br/>Past 3 Years</b> |
|--------------------------------------|---|---|---|---|
| <b>Seong Kyu Lee</b><br>(10/25/1959) | Senior executive<br>vice president,<br>Workout & Operations<br>Group,<br>Kookmin Bank | Member of Finance<br>Development Reviewing<br>Committee<br><br>Director of Bureau for<br>the Steering Committee of<br>the Agreement on<br>Corporate Restructuring<br>among Banks<br><br>Executive Director,<br>Seoul Bank<br><br>Director of CRCC<br>(Corporate Restructuring<br>Coordination Committee), | Ph.D. in Business<br>Admin. Yonsei University<br><br>M.A. in Economics,<br>Seoul National University<br><br>B.A. in Business<br>Admin. Seoul National<br>University | N.A.  |

**List of Nominees for Non-Executive Directors**

| <b>Name</b>                            | <b>Current Position</b>                     | <b>Career</b>   | <b>Education</b>   | <b>Transaction with<br/>the Bank for<br/>Past 3 Years</b> |
|--|---|---|--|---|
| <b>Moon Soul Chung</b><br>(03/07/1938) | Advisor,<br>Mirae Corporation               | President, Lycos Korea<br><br>CEO,<br>Mirae Corporation   | B.A. in Asian<br>Philosophy, Won Kwang<br>University                           | N.A.  |
| <b>Sun Jin Kim</b><br>(06/08/1942)     | Chairman,<br>Yuhan Chemical Industry<br>Co. | Member of Advisory<br>on Stocks Practice of<br>Korea Listed Companies<br>Association<br><br>President, Yuhan<br>Corporation | M.B.A., Korea<br>University<br><br>B.A. in Business<br>Admin. Korea University | General Loan with 50<br>million KRW of Credit<br>line     |
|  | Professor,                                  |   |  |   |

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|   |   |  |  |   |
|---|---|--|--|---|
| <b>Dong Soo Chung</b><br>(09/24/1945)       | Sangmyung University                                  | Deputy Minister,<br>Ministry of Environment  | M.A. in Public Admin.<br>University of Wisconsin at<br>Madison | General Loan with 30<br>million KRW of Credit<br>line |
|   |   | Assistant Minister,<br>Planning & Management<br>Office, Ministry of<br>Planning & Budget | B.A. in Business<br>Admin. Seoul National<br>University        |   |
| <b>Richard Elliott Lint</b><br>(01/04/1946) | Principal,<br><br>Mercer Human Resource<br>Consulting | Deputy Chairman,<br>Head of Oil, Gas &<br>Pipeline Group, Scotia<br>Capital              | M.B.A., University of<br>Toronto                               | N.A.  |
|   |   | CEO & Chairman,<br>Citibank Canada   | B.A.SC (Industrial<br>Engineering), University of<br>Toronto   |   |
|   |   | Principal, McKinsey &<br>Co. Toronto   |  |   |

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| Name                                    | Current Position   | Career  | Education  | Transaction with the Bank for Past 3 Years |
|---|--|---|--|--|
| <b>Kyung Hee Yoon</b><br>(01/05/1947)   | Former Country manager & Managing director, ING Ltd., Korea        | Country manager & Managing director, ING Korea<br><br>Branch Manager, ING Barings Securities, Ltd., Seoul Branch<br><br>Director, Baring Brother Ltd. | B.A in Law, Seoul National University  | N.A.                                       |
| <b>Seoung Woo Nam</b><br>(05/13/1952)   | CEO, Pulmuone Co., Ltd.  | CEO, Puchon Cartoon<br><br>President<br><br>Korea Health Food & Special Nutritive Food Association Network<br><br>CEO, ECMD Co., Ltd.                 | Ph.D. in Food & Biotechnology, Yonsei University<br><br>M.S. in Food Science & Technology, Yonsei University<br><br>B.A. in Law, Seoul National University                         | N.A.                                       |
| <b>Suk Yong Cha</b><br>(06/09/1953)     | President & CEO, Haitai Confectionery & Foods Co., Ltd.            | President & CEO, P&G Korea<br><br>President & CEO, Ssangyong Paper Co.<br><br>CEO, P&G Asia Headquarters HK   | Attended School of Law, Indiana University<br><br>M.B.A., Johnson Graduate School of Management, Cornell University<br><br>B.A. School of Management, State University of New York | N.A.                                       |
| <b>Bernard S. Black</b><br>(11/13/1953) | Professor of Law, Stanford Law School                              | Senior Policy Advisor, Harvard Institute for International Development<br><br>Professor of Law, Columbia Law School                                   | J.D. Stanford Law School<br><br>M.A. in Physics, UC Berkeley<br><br>B.A. in Physics, Princeton University  | N.A.                                       |
| <b>Ki Hong Kim</b><br>(01/10/1957)      | Professor of Business Administration, Chungbuk National University | Research Director, Korea Insurance Development Institute  | Ph.D. in Business Administration,  | 17.7 million KRW of housing loan           |

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Research Fellow,  
Korea Institute of Fiscal  
Policy

University of Georgia

M.B.A., University  
of Missouri

B.A in Business &  
Economics, Barat  
College

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**Woon Youl Choi**

(04/02/1950)

Dean of Graduate School  
of Business  
Administration, Sogang  
University

Member of Monetary  
Policy Committee

Chairman, KOSDAQ  
Committee

Chairman, Korea  
Securities Association

M.B.A & Ph.D. in  
Finance, University of  
Georgia

B.A in Business  
Administration, Seoul  
National University

N.A.

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| Name                                    | Current Position  | Career   | Education  | Transaction with the Bank for Past 3 Years |
|---|---|--|--|--|
| <b>Wang Ha Cho</b><br>(09/18/1953)      | Vice chairman, Kolon                                      | Member of Financial Development Committee, Ministry of Finance & Economics<br><br>CEO of Tong Yang Investment Bank<br><br>Member of the Presidential Commission on Policy Planning | M.B.A & J.D. UCLA<br><br>B.A. in Law, Seoul National University  | N.A.                                       |
| <b>Young Soon Cheon</b><br>(02/01/1961) | Professor of Business Administration, Chungang University | Assistant professor, Kyunghee University<br><br>Assistant professor, Baruch College, City University of New York   | M.A. & Ph.D. in Accountancy, University of Georgia<br><br>B.A. in Business Administration, Chungang University | N.A.                                       |



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AGENDUM 4. APPOINTMENT TO THE AUDIT COMMITTEE MEMBER CANDIDATES WHO ARE NON EXECUTIVE DIRECTORS

| Name                                    | Current Position   | Career History   | Nominated by  | Transaction with<br>the Bank for<br>Past 3 Years      |
|---|--|--|---|---|
| <b>Sun Jin Kim</b><br>(06/08/1942)      | Chairman,<br>Yuhan Chemical Industry<br>Co.                          | Member of Advisory<br>on Stocks Practice of<br>Korea Listed Companies<br>Association<br><br>President, Yuhan<br>Corporation  | M.B.A., Korea<br>University<br><br>B.A. in Business<br>Admin. Korea University  | General Loan with 50<br>million KRW of Credit<br>line |
| <b>Dong Soo Chung</b><br>(09/24/1945)   | Professor,<br>Sangmyung University                                   | Deputy Minister,<br>Ministry of Environment<br><br>Assistant Minister,<br>Planning & Management<br>Office, Ministry of<br>Planning & Budget                          | M.A. in Public Admin.<br>University of Wisconsin at<br>Madison<br><br>B.A. in Business<br>Admin. Seoul National<br>University | General Loan with 30<br>million KRW of Credit<br>line |
| <b>Kyung Hee Yoon</b><br>(01/05/1947)   | Former<br>Country manager &<br>Managing director, ING<br>Ltd., Korea | Country manager &<br>Managing director, ING<br>Korea<br><br>Branch Manager, ING<br>Barings Securities, Ltd.,<br>Seoul Branch<br><br>Director, Baring<br>Brother Ltd. | B.A in Law, Seoul<br>National University  | N.A.  |
| <b>Young Soon Cheon</b><br>(02/01/1961) | Professor of Business<br>Administration,<br>Chungang University      | Assistant professor,<br>Kyunghee University<br><br>Assistant professor,<br>Baruch College, City<br>University of New York  | M.A. & Ph.D. in<br>Accountancy, University<br>of Georgia<br><br>B.A. in Business<br>Administration, Chungang<br>University    | N.A.  |

**AGENDUM 5. APPROVAL OF PREVIOUSLY GRANTED STOCK OPTIONS**

On the 21<sup>st</sup> of March, 27<sup>th</sup> of August 2003 and 9<sup>th</sup> of February 2004, the Board of Directors of Kookmin Bank approved of, and ratified, granting of stock options to directors and employees of the Bank.

Pursuant to Article 13 of the Articles of Incorporation, these resolutions by the Board are subject to the approval and ratification at the first-coming General Shareholders Meeting after the date of grant.

The purpose of the grant is to motivate the grantees toward accomplishing business targets and responsible management, as their performances will be indexed to the exercisable number of options granted.

The type of stock to be granted is Kookmin Bank's registered common share.

Any other details not stipulated or referred to in the resolutions shall be governed by the Articles of Incorporation of Kookmin Bank and the option contracts entered into by the Bank and the grantees. Following the approval and ratification at the General Shareholders Meeting on the 23<sup>rd</sup> of March 2004, the date of conferment of the stock options shall relate back to the date of resolution by the Board of Directors.

**1 Stock Options Granted on March 21, 2003**

**1.1 List of Grantees and the Number of Options**

| <b>Name</b>          | <b>Position</b>              | <b>No. of Shares Granted</b> |
|----------------------|------------------------------|------------------------------|
| Sung Nam Lee         | Auditor & Executive Director | 30,000 common shares         |
| Moon Soul Chung      | Non-Executive Director       | 10,000 common shares         |
| Sun Jin Kim          | Non-Executive Director       | 10,000 common shares         |
| Richard Elliott Lint | Non-Executive Director       | 10,000 common shares         |
| Kyung Hee Yoon       | Non-Executive Director       | 10,000 common shares         |
| Seoung Woo Nam       | Non-Executive Director       | 10,000 common shares         |
| Suk Yong Cha         | Non-Executive Director       | 10,000 common shares         |
| Bernard S. Black     | Non-Executive Director       | 10,000 common shares         |
| Ki Hong Kim          | Non-Executive Director       | 10,000 common shares         |

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|               |                          |                      |
|---------------|--------------------------|----------------------|
| Eun Joo Park  | Non-Executive Director   | 10,000 common shares |
| Cheol Soo Ahn | Non-Executive Director   | 10,000 common shares |
| Kyung Bae Suh | Non-Executive Director   | 10,000 common shares |
| Sung Chul Kim | Executive Vice President | 30,000 common shares |
| Woo Jung Lee  | Executive Vice President | 30,000 common shares |

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| <b>Name</b>      | <b>Position</b>               | <b>No. of Shares Granted</b> |
|------------------|-------------------------------|------------------------------|
| See Young Lee    | Executive Vice President      | 30,000 common shares         |
| Won Suk Oh       | Head of Regional Headquarters | 15,000 common shares         |
| Sung Dae Min     | Head of Regional Headquarters | 15,000 common shares         |
| Kyung Jae Cheong | Head of Regional Headquarters | 15,000 common shares         |
| Choul Hee Kim    | Head of Regional Headquarters | 15,000 common shares         |
| In Do Lee        | Head of Regional Headquarters | 15,000 common shares         |
| Maeng Su Yang    | Head of Regional Headquarters | 15,000 common shares         |
| Total            | 21 persons                    | 320,000 common shares        |

**1.2 Calculating Stock Options for Executive Vice Presidents and Heads of Regional Offices**

Calculation of the number of stock options granted to Executive Vice Presidents and Heads of Regional Offices is based on the average score of the key performance indicators they achieve for three years from the date of their conferment.

Where any grantee resigns or transfers for new assignment before the three year term transpires, the calculation shall be made based upon the average score as of the end of the latest quarter prior to any such event.

**Evaluation Method**

| <b>Average Score</b>            | <b>Calculation of Exercisable Option</b>  |
|---------------------------------|---|
| Less than 60 points             | Stock option cancelled.   |
| Over 60 but Less than 80 points | Stock options resulting from multiplying the number of stock options granted by average score exercised.<br><br>Number of exercisable options = (Number of options granted) × (Average score / 100) |
| Over 80 points                  | Total number of the granted stock options exercised.  |

1.3 **Grant Date:** March 21, 2003

**1.4 Method of Exercise**

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Kookmin Bank may choose to grant shares by means of: 1) issuing new shares; 2) granting treasury shares; or 3) granting cash or treasury shares for the difference between the exercise price and the market price.

**1.5 Exercise Price**

*i) Auditor & Executive Director and ii) Non-Executive Directors, lined to stock price indices.*

**Formula**

Exercise price = 35,500 Won x (1 + rate of increase for KOSPI banking industry index x 0.4)

Rate of increase for KOSPI banking industry index = (KOSPI banking industry index as of the date of exercise<sup>1</sup> - KOSPI banking industry index as of the date of grant) / KOSPI banking industry index as of the date of grant.

Less than 100 Won of the calculated price is to be rounded up. Any negative rate of increase for KOSPI banking industry index is not reflected in the calculation.

*ii) Executive Vice Presidents and the Heads of Regional Headquarters: 35,500 Won*

**1.6 Exercise Period:** From March 22, 2006 to March 21, 2011

**1.7 Adjustment Following Resignation**

If any grantee resigns or ceases employment with the Bank within three years from the date of grant, the exercisable number of options shall be adjusted according to the full number of calendar days. Less than a single share is rounded down.

**Formula**

Granted Options x Number of Calendar Days at Work / 3 Years

**2 Stock Options Granted on August 27, 2003**

**2.1 Name of Grantee and Number of Options**

Jinbaek Chung, Executive Vice President, was granted 30,000 shares



for new assignment before the three years term transpires, the calculation shall be made based upon the average score as of the end of the latest quarter prior to any such event.

**Evaluation Method**

| Average Score                   | Calculation of Exercisable Option  |
|---------------------------------|--|
| Less than 60 points             | Stock option cancelled.  |
| Over 60 but Less than 80 points | <p>n Stock options resulting from multiplying the number of stock options granted by average score exercised.</p> <p>n Number of exercisable options = (Number of options granted) × (Average score / 100)</p> |
| Over 80 points                  | Total number of the granted stock options exercised.   |

2.3 **Grant Date:** 27 August, 2003

**2.4 Method of Exercise**

Kookmin Bank may choose to grant stock by means of: 1) issuing new stock; 2) granting treasury stock; or 3) granting cash or treasury stock for the difference between the exercise price and the market price.

2.5 **Exercise Price:** 40,500 Won

2.6 **Exercise Period:** From August 28, 2006 to August 27, 2011.

**2.7 Adjustment Following Resignation**

If Mr. Jinbaek Chung resigns or ceases employment with the Bank within three years from the date of grant, the exercisable number of options shall be adjusted according to the full number of calendar days. The number of exercisable shares will result from the number of options granted divided by the number of calendar days at work over the course of three years.

Less than a single share is rounded off. Working day calculation begins from the first date of appointment.



**3 Stock Options Granted on February 9, 2004****3.1 List of Grantees and the Number of Options**

| <b>Name</b>    | <b>Position</b>                 | <b>Number of Shares Granted</b> |
|----------------|---------------------------------|---------------------------------|
| Young Il Kim   | Senior Executive Vice President | 10,000 common shares            |
| Jeung Lak Lee  | Senior Executive Vice President | 10,000 common shares            |
| Sang Jin Lee   | Senior Executive Vice President | 10,000 common shares            |
| Yun Keun Jung  | Senior Executive Vice President | 5,000 common shares             |
| Kuk Shin Kang  | Executive Vice President        | 5,000 common shares             |
| Kyung Soo Kang | Executive Vice President        | 5,000 common shares             |
| Yang Jin Kim   | Executive Vice President        | 5,000 common shares             |
| Dong Hwan Cho  | Executive Vice President        | 5,000 common shares             |
| Dong Suk Kang  | Head of Regional Head Offices   | 5,000 common shares             |
| Dae Ok Shin    | Head of Regional Head Offices   | 5,000 common shares             |
| Chang Ho Kim   | Head of Regional Head Offices   | 5,000 common shares             |
| Dal Soo Lee    | Head of Regional Head Offices   | 5,000 common shares             |
| Byung Doo Ahn  | Head of Regional Head Offices   | 5,000 common shares             |
| Young Han Kim  | Head of Regional Head Offices   | 5,000 common shares             |
| Total          | 14 persons                      | 85,000 common shares            |

**3.2 Calculating Stock Options**

Calculation of the number of stock options granted to Senior Executive Vice President, Executive Vice President and Heads of Regional Head Offices is based on the average score of the key performance indicators they will achieve for 1 year from the date of their conferment. Where the grantee resigns or transfers for new assignment before one-year term transpires, the calculation shall be made based upon the average score as of the end of the latest quarter prior to any such event.

**Evaluation Method**

Average Score

Calculation of Exercisable Option

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|                                 |   |
|---------------------------------|---|
| Less than 60 points             | Stock option cancelled.   |
| Over 60 but Less than 80 points | n Stock options resulting from multiplying the number of stock options granted by average score exercised.<br><br>n Number of exercisable options = (Number of options granted) × (Average score / 100) |
| Over 80 points                  | Total number of the granted stock options exercised.  |

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**3.3 Grant Date:** February 9, 2004

**3.4 Method of Exercise**

Kookmin Bank may choose one of the following methods to grant shares: 1) issuing new shares; 2) granting treasury shares; or 3) granting cash or treasury shares for the difference between the exercise price and the market price in the event that the exercise price is lower than the market price.

**3.5 Exercise Price:** 46,100 Won

**3.6 Exercisable Period:** From February 10, 2007 to February 9, 2012

**3.7 Adjustment Following Resignation**

If any grantee resigns or ceases employment with the Bank within 1 year from the grant date and option exercise conditions have been met, the grantees could exercise their exercisable number of options that shall be adjusted according to the following formula. Less than a single share will be rounded down.

**Formula**

Exercisable number of shares= Number of shares adjusted according to performance evaluation scoring x Number of Calendar Days at Work / 1 Year

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Kookmin Bank  
(Registrant)

Date: March 8, 2004

By: /s/ Ki-Sup Shin  
(Signature)  
Name: Ki-Sup Shin  
Title: Executive Vice President & Chief Financial Officer

Exhibit 99.1

**KOOKMIN BANK**  
**NON-CONSOLIDATED BALANCE SHEETS**  
**(BANK ACCOUNT)**

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

|   | In Millions of Korean Won |                          |
|---|---------------------------|--------------------------|
|   | 2003                      | 2002                     |
| <b>ASSETS :</b>   |                           |                          |
| Cash and due from banks   | (Won) 6,526,345           | (Won) 4,599,356          |
| Securities  | 28,101,845                | 30,940,750               |
| Loans   | 139,920,521               | 126,730,561              |
| Fixed assets  | 3,019,556                 | 3,092,616                |
| Other assets  | 6,484,239                 | 6,135,558                |
|   | <b>(Won) 184,052,506</b>  | <b>(Won) 171,498,841</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY :</b>  |                           |                          |
| Deposits  | (Won) 132,180,272         | (Won) 123,109,653        |
| Borrowings  | 10,902,800                | 10,690,754               |
| Debentures  | 19,192,581                | 17,539,007               |
| Other liabilities   | 13,362,339                | 9,784,798                |
|   | <b>(Won) 175,637,992</b>  | <b>(Won) 161,124,212</b> |
| Common stock, par value: (Won)5,000, authorized: 1 billion shares and 336,379,116<br>outstanding shares | (Won) 1,681,896           | 1,641,293                |
| Capital surplus   | 6,230,738                 | 5,864,752                |
| Retained earnings   | 1,662,119                 | 2,742,335                |
| Capital adjustments   | (1,160,239)               | 126,249                  |
|   | <b>(Won) 8,414,514</b>    | <b>10,374,629</b>        |
| <b>Total Liabilities and Shareholders Equity</b>  | <b>(Won) 184,052,506</b>  | <b>(Won) 171,498,841</b> |

Exhibit 99.2

**KOOKMIN BANK**  
**NON-CONSOLIDATED INCOME STATEMENTS**  
**(BANK ACCOUNT)**

**For the years ended December 31, 2003 and 2002**

|  | <b>In Millions of Korean Won</b> |                  |
|--|----------------------------------|------------------|
|  | <b>2003</b>                      | <b>2002</b>      |
| <b>Interest income :</b>                                   |                                  |                  |
| Interest on due from banks                                 | (Won) 10,433                     | (Won) 51,580     |
| Interest on trading securities                             | 116,142                          | 95,576           |
| Interest on available-for-sale securities                  | 958,665                          | 652,423          |
| Interest on held-to-maturity securities                    | 626,552                          | 834,895          |
| Interest on loans  | 9,814,835                        | 9,251,849        |
| Other interest income                                      | 98,923                           | 102,735          |
|  | 11,625,550                       | 10,989,058       |
| <b>Interest expenses :</b>                                 |                                  |                  |
| Interest on deposits                                       | 4,280,290                        | 4,770,967        |
| Interest on borrowings                                     | 410,746                          | 415,938          |
| Interest on debentures                                     | 1,143,228                        | 830,219          |
| Other interest expenses                                    | 68,570                           | 58,068           |
|  | 5,902,834                        | 6,075,192        |
| <b>Net interest income</b>                                 | <b>5,722,716</b>                 | <b>4,913,866</b> |
| Provision for loan losses                                  | 4,040,536                        | 1,593,479        |
| <b>Net interest income after provision for loan losses</b> | <b>1,682,180</b>                 | <b>3,320,387</b> |
| <b>Non-interest income :</b>                               |                                  |                  |
| Fees & commission income                                   | 1,636,171                        | 1,345,669        |
| Dividends on trading securities                            | 1,633                            | 1,123            |
| Dividends on available-for-sale securities                 | 5,580                            | 12,186           |
| Gain on foreign currency transactions                      | 287,501                          | 202,367          |
| Gain on derivatives transactions                           | 1,131,711                        | 1,760,743        |
| Others   | 868,840                          | 1,273,355        |
|  | 3,931,436                        | 4,595,443        |
| <b>Non-interest expenses :</b>                             |                                  |                  |
| Fees & commission expenses                                 | 270,405                          | 330,385          |
| General and administrative expenses                        | 2,704,148                        | 2,551,426        |
| Loss on foreign currency transactions                      | 200,109                          | 245,232          |
| Loss on derivatives transactions                           | 1,053,990                        | 1,594,025        |

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|   |                        |                        |
|---|------------------------|------------------------|
| Others  | 1,308,880              | 928,997                |
|   | <u>5,537,532</u>       | <u>5,650,065</u>       |
| <b>Operating income</b>                         | <b>76,084</b>          | <b>2,265,765</b>       |
| Non-operating expenses, net                     | (1,222,528)            | (372,147)              |
| Net loss (income) before income tax expense     | <u>(1,146,444)</u>     | <u>1,893,618</u>       |
| Income tax (benefit) expense                    | (393,096)              | 583,327                |
| <b>Net (loss) income</b>                        | <b>(Won) (753,348)</b> | <b>(Won) 1,310,291</b> |
| Basic (loss) earnings per share (In Korean Won) | <u>(Won) (2,311)</u>   | <u>(Won) 4,123</u>     |

Exhibit 99.3

**KOOKMIN BANK**

**NON-CONSOLIDATED STATEMENTS OF**

**APPROPRIATIONS OF RETAINED EARNINGS**

**(DISPOSITION OF ACCUMULATED DEFICIT)**

**Years ended December 31, 2003 and 2002**

(Date of Disposition : March 23, 2004 for the year ended December 31, 2003)

Date of Appropriation : March 21, 2003 for the year ended December 31, 2002)

|  | <b>In Millions of Korean Won</b> |             |
|--|----------------------------------|-------------|
|  | <b>2003</b>                      | 2002        |
| Retained earnings (accumulated deficit) before appropriations (dispositions) : |                                  |             |
| Unappropriated retained earnings carried over from prior year                  | (Won) 410                        | (Won) 5,117 |
| Adjustment of investment in associates   | (1,917)                          | 4,562       |
| Net income (loss)  | (753,348)                        | 1,310,291   |
|  |                                  | 1,319,970   |
| Transferred from prior years reserves :  |                                  | 5,417       |
| Reserves for overseas investment losses  |                                  | 5,417       |
|  |                                  |             |
| Dispositions (appropriations) :  |                                  |             |
| Transfer from (appropriations for) voluntary reserves                          | 754,900                          | (867,000)   |
| Other reserves   |                                  | (744)       |
| Legal reserves   |                                  | (132,000)   |
| Cash dividends (20.0% for common stock in 2002)                                |                                  | (325,233)   |
|  | 754,900                          | 1,324,977   |
| Unappropriated retained earnings carried over to the subsequent year           | (Won) 45                         | (Won) 410   |