

SHINHAN FINANCIAL GROUP CO LTD  
Form 6-K  
February 23, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934

For the Month of February 2005

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

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

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

Form 20-F  Form 40-F

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

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

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

Yes  No

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

1. BOARD RESOLUTION TO CONVENE GENERAL SHAREHOLDERS' MEETING FOR THE FISCAL YEAR OF 2004

On February 22, 2005, the board of directors of Shinhan Financial Group made a resolution to convene the annual general shareholders' meeting for the fiscal year of 2004 as follows:

1. Date and Time March 30, 2005 10 A.M., Seoul time.
2. Venue Auditorium, 20th floor / Shinhan Bank,  
120, 2Ga, Taepyung-ro, Jung-gu, Seoul, Korea
3. Agenda
  - 1) Approval of balance sheet, income statement and statement of appropriation of retained earnings for the fiscal year 2004 (January 1, 2004 ~ December 31, 2004).
  - 2) Appointment of directors (See 3 below)

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- 3) Appointment of Audit Committee members (See 3 below)
- 4) Approval of director remuneration pool
- 5) Approval of stock option grant to the executives, department heads, and directors of Shinhan Financial Group and its Subsidiaries (See 4 below)

### 2. CASH DIVIDENDS

On February 22, 2005, the board of directors of Shinhan Financial Group made a resolution to pay cash dividends for the fiscal year 2004, subject to the shareholders' approval on March 30, 2005.

#### Total Dividend Amount

- 1) Dividend for Common Stock: KRW 232,749 million  
(KRW 750 per share, 15% of par value and 3.28% of market price\* of Common Stock)

\* Calculation of market price: In accordance with the related regulations in Korea, the market price should be calculated by averaging closing prices of the 5 days of 2004 year end.

Date -----	Closing Price -----
28-Dec-2004	23,300
27-Dec-2004	23,050
24-Dec-2004	23,000
23-Dec-2004	22,650
22-Dec-2004	22,200
Average	22,840 = Market price

- 2) Dividend for Preferred Stock: KRW 115,141 million

- 3) Total: KRW 347,890 million

\* The dividend must be approved by the annual general shareholders' meeting scheduled on March 30, 2005 and the details may be changed in the shareholders' meeting.

### 3. APPOINTMENT OF OUTSIDE DIRECTORS

The following is the list of director candidates recommended by the Outside Director Recommendation Committee. The appointment of directors must be approved by the shareholders' meeting.

CANDIDATE NAME -----	TENURE -----	POSITIONS TO BE HELD -----	NEW APPOINTMENT -----	AUDIT COMMITTEE MEMBER NOMINEE -----
Pyung Joo Kim	1 year	Outside Director		0
In Sup Kim	1 year	Outside Director		
Sang Yoon Lee	1 year	Outside Director		0

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Yoon Soo Yoon	1 year	Outside Director		
Shee Yul Ryoo	1 year	Outside Director	New Appointment	
Byung Hun Park	1 year	Outside Director		
Dong Hyun Kwon	1 year	Outside Director		0
Young Hoon Choi	1 year	Outside Director	New Appointment	
Si Jong Kim	1 year	Outside Director	New Appointment	0
Philippe Reynielx	1 year	Outside Director		

\* Pyung Joo Kim, In Sup Kim, Sang Yoon Lee, Yoon Soo Yoon, and Shee Yul Ryoo are outside director candidates with professional expertise.

\* For the personal profile of each candidate, please refer to the exhibit 99 of this report.

#### 4. APPOINTMENT OF AUDIT COMMITTEE MEMBERS

Among the nominated outside director candidates, Dong Hyun Kwon, Si Jong Kim, In Sup Kim and Sang Yoon Lee were recommended as candidates of the audit committee members of 2005 through the resolution of the audit committee meeting. Dong Hyun Kwon, who is non executive director with 3 year tenure appointed in 2004, was also nominated as audit committee member candidate. The appointment of audit committee members must be approved at the shareholders' meeting.

#### 5. GRANT OF STOCK OPTIONS

##### A. Grant of Stock Options to Executives and Officers

- 1) Grantees: A total of 46 executives and officers of Shinhan Financial Group and its subsidiaries (Shinhan Bank, Chohung Bank, Good Morning Shinhan Securities, Shinhan Card, Shinhan Capital, and Shinhan Credit Information)- See A.7 below for details
- 2) Number of options to be granted: stock options to purchase 1,196,000 shares in total
- 3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decrees of the Securities Exchange Act
  - Determination of exercise price: Based on the arithmetic mean of the three trading volume-weighted averages of closing prices during the 2-month, 1-month and 1-week periods counting backwards from the grant date
- 4) Date of grant: March 30, 2005
- 5) Exercise period: Exercisable during the 4 year period after the 3rd anniversary from the grant date.
- 6) Method of share issuance: Shinhan Financial Group will, at its option, choose between the following two methods
  - to issue new shares at the exercise price; or
  - to pay the grantees cash in an amount to the difference between the market price of shares at the exercise date and exercise price.
- 7) Details of Stock Options Granted to Executives and Officers



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	Vice President	Sang Dae Kim	15,000
	Acting Vice President	Seung Keun Oh	12,000
-----			
Shinhan Credit Information	CEO	Boem Seong Shin	15,000
	Total		----- 1,196,000 =====

B. Grant of Stock Options to Department Heads

- 1) Grantees: Department heads of Shinhan Financial Group and its subsidiaries
- 2) Number of options to be granted: Stock options to purchase up to 1,500,000 shares in total. Specific number of options granted to each individual will be determined in consideration of the evaluation results of the relevant individual as well as the company where such individual works.
  - \* The board of directors of Shinhan Financial Group has entrusted the CEO with the authority to decide the grantees and the numbers of options to be granted to each individual and the decision will be approved by the annual general shareholders' meeting on March 30, 2005.
- 3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decree of Securities Exchange Act
- 4) Date of grant: March 30, 2005
- 5) Exercise period: Exercisable during the 4 year period after the 3rd anniversary from the grant date.
- 6) Method of share issuance: Shinhan Financial Group will, at its option, choose between the following two methods
  - to issue new shares at the exercise price; or
  - to pay the grantees cash in an amount to the difference between the market price of shares at the exercise date and exercise price.

C. Grant of Stock Options to Outside Directors

- 1) Grantees: 5 outside directors with professional expertise
  - \* The stock options will be granted to outside directors with professional expertise to be appointed at the general shareholders meeting on March 30, 2005.
- 2) Number of options to be granted: 10,000 shares for each, 50,000 shares in total
- 3) Exercise price: Minimum exercise price calculated in accordance with Article 84.9 of the Enforcement Decree of Securities Exchange Act
- 4) Date of grant: March 30, 2005

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

### EXHIBIT 99. RESUME OF DIRECTOR CANDIDATES

#### 1. PYUNG JOO KIM

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

#### 2. IL SUP KIM

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

#### 3. SANG YOON LEE

1. Date of Birth: September 13, 1942
2. Current Position: Representative Director and President, Nongsim Ltd.
3. Education: BA in Commerce, Seoul National Univ.(1966)

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### 4. Working Experience

- Jul. 1968: Goldenbell Commerce
- Jan. 1971: Lotte Industry Ltd. (currently Nongsim Ltd.)
- Mar. 1978: Director, Nongsim Ltd.
- Jan. 1986: Senior Executive Director, Head of Sales Division, Nongsim Ltd.
  
- Sep. 1994: Representative Director and President, Nongsim Ltd.
- Oct. 1997: Representative Director & Vice Chairman, Nongsim Ltd.
- Jan. 2001: Representative Director and President, Nongsim Ltd. (current)
- Feb. 2001: Non-statutory Vice-Chairman, Korea Food Industry Association (current)

### 4. YOON SOO YOON

1. Date of Birth: March 5, 1946
2. Current Position: Chairman/CEO of FILA Korea Ltd.
3. Education: BA in Political Science & Diplomacy, Korea University of Foreign Studies (1974)
4. Working Experience
  - 1973 ~ 1975 A Shipping Public Corporation
  - 1975 ~ 1981 JC Penney
  - 1981 ~ 1984 Hwasung Co., Ltd (Export Director)
  - Mar. 1984 President of Daewoo Trading Co.,
  - July. 1985 President of Care Line Corp. (current)

### 5. SHEE YUL RYOO (NEW CANDIDATE)

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

### 6. BYUNG HUN PARK

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

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- Jun. 1990           Honorary Chairman, Overseas Korean Representatives (current)
- Aug. 2001           Outside Director, Shinhan Financial Group (current)

### 7. DONG HYUN KWON

1. Date of Birth:       November 27, 1936
2. Current Position:  Chairman, Aichi Commerce (current)
3. Education:         Tsukyo Commercial High School
4. Working Experience
  - Apr. 1977           President, King Tour Ltd.
  - Jun. 1984           Director, Aichi Commerce
  - Aug. 1986           President, Douwa Tour Ltd. Japan
  - 1991                 Advisor to the Peace Unification Advisory Group
  - 1991                 Vice-Chairman, Korean Motherland Investment Association
  - Jun. 1993           Advisor, Aichiken Korean Commerce Chamber
  - Feb. 1997           Outside Director, Shinhan Bank
  - Jun. 2000           Chairman, Aichi Commerce (current)
  - Aug. 2001           ~Mar 03             Outside Director, Shinhan Financial Group

### 8. YOUNG HOON CHOI (NEW CANDIDATE)

1. Date of Birth:       November 8, 1928
2. Current Position:  CEO, Young-In Tour Farm
3. Education:         LLB in Law, Ritsumeikan University, Japan (1953)
4. Working Experience
  - Apr 1953            CEO, New Metro, Japan
  - Aug. 1982           Non Executive Director, Shinhan Bank.

### 9. SI JONG KIM (NEW CANDIDATE)

1. Date of Birth:       April 16, 1937
2. Current Position:  Standing Advisor, Kanagawa Division, Korean Residents' Union in Japan (current)
3. Education:         Sigaken Yas High School (1955)
4. Working Experience
  - May. 1982           Director, Yokohama Shogin,
  - Apr. 1987           Director, Korea Chamber of Office in Kanagawa, Japan
  - April 1991          Vice president, Korean Residents' Union in Japan

### 10. PHILIPPE REYNIEIX

1. Date of Birth:       June 24, 1949
2. Current Position:  CEO & GM for Korea, BNP Paribas, Seoul
3. Education:         Master of Business Law (with award), Paris II Univ. (1973)
4. Working Experience
  - 1974 - 1977:       Assistant Professor at the Law School in Dakar, Senegal
  - 1977 - 1984:       B.I.A.O. (International Bank for West Africa)
  - 1984 - 1986:       Head of Credit & Marketing, Paribas, Gabon
  - 1986 - 1990:       Deputy General Manager, Paribas, Seoul
  - 1990 - 1994:       Deputy Head of Corporate Banking,



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- 1994 - 2000: Asia Pacific Division Paribas, Paris  
Country Manager, Singapore,  
Regional Head of Corporate Banking for S.E. Paribas,  
Singapore
- 2000 - 2002: Chief Operating Officer BNP Paribas, Singapore
- July 2002 CEO & GM for Korea BNP Paribas, Seoul (current)

### 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.

SHINHAN FINANCIAL GROUP CO., LTD.

By /s/ Byung Jae Cho

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Name: Byung Jae Cho  
Title: Chief Financial Officer

Date: February 22, 2005