

KOOKMIN BANK
Form 6-K
March 08, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

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

For the month of March 2006

Kookmin Bank

(Translation of registrant's name into English)

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

(Address of principal executive office)

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

Form 20-F Form 40-F

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

(1):

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

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):

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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 MARCH 8, 2006, KOOKMIN BANK FURNISHED PUBLIC NOTICE REGARDING THE CONVOCATION OF ITS GENERAL SHAREHOLDERS MEETING FOR THE FISCAL YEAR 2005. SUCH PUBLIC NOTICE WAS MADE THROUGH TWO KOREAN DAILY NEWSPAPERS PURSUANT TO THE KOREAN SECURITIES EXCHANGE LAW.

THE AGENDA FOR THE GENERAL SHAREHOLDERS MEETING TO BE HELD ON MARCH 24, 2006 WAS ALSO RELEASED THROUGH THE TWO KOREAN DAILY NEWSPAPERS, AND THE DETAILED CONTENTS OF SUCH AGENDA ARE ALSO CURRENTLY BEING DISTRIBUTED TO SHAREHOLDERS OF KOOKMIN BANK FOR THEIR REFERENCE AS THEY EXERCISE THEIR VOTING RIGHTS.

| | |
|---|-----------|
| <u>AGENDUM 1. APPROVAL OF NON-CONSOLIDATED FINANCIAL STATEMENTS (BALANCE SHEET, INCOME STATEMENTS AND STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS) FOR THE FISCAL YEAR 2005</u> | 3 |
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Agenda for General Shareholders Meeting for the

Fiscal Year 2005

AGENDUM I. APPROVAL OF NON-CONSOLIDATED FINANCIAL STATEMENTS (BALANCE SHEET, INCOME STATEMENTS AND STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS) FOR THE FISCAL YEAR 2005

Please find the following Exhibits attached to this document:

Exhibit Index

99.1 Non-consolidated Balance Sheets as of December 31, 2005 and 2004

99.2 Non-consolidated Income Statements for the Years Ended December 31, 2005 and 2004

99.3 Non-consolidated Statements of appropriation of Retained Earnings for the Years Ended December 31, 2005 and 2004

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AGENDUM 2. AMENDMENT OF THE ARTICLES OF INCORPORATION

| CURRENT | AMENDED (DRAFT) | REMARK |
|--|---|--|
| <p>Article 13 (Stock Options)</p> <p>The Bank may grant stock options to its officers and employees pursuant to the provisions of the SEA, by a special resolution of the General Meeting of Shareholders, to the extent not exceeding 15/100 of the total number of issued and outstanding shares of the Bank; provided that the Bank may grant stock <u>options by</u> a resolution of the Board of Directors, to the extent not exceeding one percent (1%) of the total number of issued and outstanding shares, in case of such the bank must obtain the approval of shareholders at the nearest forthcoming General Meeting of Shareholders.</p> <p>(the rest omitted)</p> | <p>Article 13 (Stock Options)</p> <p>The Bank may grant stock options to its officers and employees pursuant to the provisions of the SEA, by a special resolution of the General Meeting of Shareholders, to the extent not exceeding 15/100 of the total number of issued and outstanding shares of the Bank; provided, <u>however</u>, that the Bank may grant stock <u>options to its officers and employees, other than directors</u>, by resolution of the Board of Directors, to the extent not exceeding one percent (1%) of the total number of issued and outstanding shares, in case of such the bank must obtain the approval of shareholders at the nearest forthcoming General Meeting of Shareholders.</p> <p>(unchanged)</p> | <p>Revision according to the SEA</p> <p>Directors shall be granted Stock Options by</p> <p>Special Resolution of the General Meeting of Shareholders</p> |
| <p>Article 34 (Directors)</p> <p>(omitted)</p> <p>The Directors shall be the Standing Directors and the Non-Executive Directors, and the number of the Standing Directors shall be less than 50/100 of the total number of <u>Directors</u>; (the proviso omitted)</p> <p>The Bank shall have one (1) President and several <u>Vice Presidents in charge among the</u> Standing Directors</p> | <p>Article 34 (Directors)</p> <p>(unchanged)</p> <p>The Directors shall be the Standing Directors and the Non-Executive Directors, and the number of the Standing Directors shall be less than 50/100 of the total number of <u>Directors and the number of the Non-Executive Directors shall not be less than five (5)</u>; (unchanged)</p> <p>The Bank shall have one (1) President and several <u>Executive Vice Presidents (EVPs) & Executive Directors serving as</u> Standing Directors.</p> | <p>The number of Non-Executive Directors newly provided</p> <p>Term amended</p> |

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| CURRENT | AMENDED (DRAFT) | REMARK |
|---|---|--|
| <p>Article 34-2 (Qualification of Non Executive Directors)</p> <p>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:</p> <p>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 <u>members of KSDA</u>, or treated as the same); (the rest omitted)</p> | <p>Article 34-2 (Qualification of Non Executive Directors)</p> <p>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:</p> <p>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 <u>KOSDAQ listed corporations</u>, or treated as the same); (unchanged)</p> | Term amended |
| <p>Article 36 (Term of Director)</p> <p>The term of office <u>of the</u> Director shall be <u>as follows</u>.</p> <p>(the proviso omitted)</p> <p><u>1. Standing Director: 3 years</u></p> <p><u>2. Non-Executive Director: 1 year</u></p> <p>(omitted)</p> | <p>Article 36 (Term of Director)</p> <p>The term of office <u>for</u> a Director shall be <u>3 years</u>.</p> <p>(unchanged)</p> <p>(deleted)</p> <p>(deleted)</p> <p>(unchanged)</p> | The term of office for a non-executive directors prolonged |
| <p>Article 37 (Appointment of President, et al.)</p> <p>The Bank may appoint the President and the <u>Vice Presidents in charge</u>, by the resolution of the Board of Directors;</p> <p>(the rest omitted)</p> | <p>Article 37 (Appointment of President, et al.)</p> <p>The Bank may appoint the President and the <u>EVPs & Executive Directors</u> by resolution of the Board of Directors;</p> <p>(unchanged)</p> | Term amended |
| <p>Article 38 (Duties of Directors)</p> <p>(omitted)</p> <p>The <u>Vice Presidents in charge</u> shall assist the President and perform their respective duties as may be delegated to them by the Board of Directors. In the absence of the President, the <u>Vice Presidents in charge</u> shall take his/her place as the President in accordance with their order of priority as determined by the Board of Directors.</p> | <p>Article 38 (Duties of Directors)</p> <p>(unchanged)</p> <p>The <u>EVPs & Executive Directors</u> shall assist the President and perform their respective duties as may be delegated to them by the Board of Directors. In the absence of the President, the <u>EVPs & Executive Directors</u> shall take his/her place as the President in accordance with their order of priority as determined by the Board of Directors.</p> | Term amended |

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| CURRENT | AMENDED (DRAFT) | REMARK |
|---|--|--|
| <p>Article 42 (Method of Resolution)</p> <p>The quorum for the Board of Directors shall be the presence of at least more than one half (1/2) of the Directors, and all resolutions of the Board of Directors shall require the affirmative votes of a majority of the Directors present at the meeting of the Board of Directors; provided that amendment of the Articles of Incorporation, appointment of officers <u>and</u> other matters requiring the resolution of General Meeting of Shareholders shall be adopted by the affirmative vote of a majority of the Directors in office.</p> <p>~ (omitted)</p> | <p>Article 42 (Method of Resolution)</p> <p>The quorum for the Board of Directors shall be the presence of at least more than one half (1/2) of the Directors, and all resolutions of the Board of Directors shall require the affirmative votes of a majority of the Directors present at the meeting of the Board of Directors; provided that amendment of the Articles of Incorporation, appointment of officers, <u>amendment of resolutions of the Audit Committee and</u> other matters requiring the resolution of the General Meeting of Shareholders shall be adopted by the affirmative vote of a majority of the Directors in office.</p> <p>~ (unchanged)</p> | <p>Amendment of resolutions of Audit Committee added</p> |
| <p>Article 44 (Committees)</p> <p>The Bank may establish committees, such as an Operation Committee of the Board of Directors, a Business Strategy Committee, a Risk Management Committee, <u>a Compensation Committee</u>, a Non-Executive Director Nomination Committee by resolution of the Board of Directors, for the purposes of efficient operation of the Board of Directors and effective management of the Bank.</p> <p>~ (omitted)</p> | <p>Article 44 (Committees)</p> <p>The Bank may establish committees, such as an Operation Committee of the Board of Directors, a Business Strategy Committee, a Risk Management Committee, <u>an Evaluation & Compensation Committee</u> or a Non-Executive Director Nomination Committee by resolution of the Board of Directors, for the purposes of efficient operation of the Board of Directors and effective management of the Bank.</p> <p>~ (unchanged)</p> | <p>Term amended</p> |
| <p>Article 53 (Dividends)</p> <p>~ (omitted)</p> <p>(new addition)</p> | <p>Article 53 (Dividends)</p> <p>~ (unchanged)</p> <p><u>The Bank may distribute cash dividends to the shareholders as of the end of March, June or September by resolution of the Board of Directors.</u></p> <p><u>In case the Bank issues new shares through a rights offering, bonus issue, stock options and/or stock dividend prior to each end of the months referred to in Paragraph four (4), the new shares shall be deemed to have been issued at the end of the fiscal year immediately prior to the fiscal year during which the new shares are issued with respect to distribution of dividends for such new shares.</u></p> | <p>Quarterly Dividend Clause newly added</p> |

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CURRENT

AMENDED (DRAFT)

REMARK

Addenda

Article 1 (The date of enforcement) These Articles of Incorporation shall enter into force on March 24, 2006.

Article 2 (Interim Measures)

Notwithstanding the revised Article 36, the term of office for Non-Executive Directors re-elected at the first Meeting of Shareholders held after the enforcement of the Article shall be 1, 2 or 3 years.

Table of Contents**AGENDUM 3. APPOINTMENT OF DIRECTORS****List of Nominees for Executive Director**

| Name | Current Position | Education | Career | Transactions with the Bank during the past 3 years |
|--------------------|------------------------------|--|--|--|
| Ki Hong Kim | Chief Executive | Ph.D. in Business, University of Georgia | Non-Executive Director, Kookmin Bank | None |
| (Newly Appointed) | Vice President, Kookmin Bank | | | |
| (01/10/1957) | | M.B.A., University of Missouri | Assistant Governor, FSS | |
| | | B.A. in Business, Barat College | Professor, Chungbuk Nat 1 University | |
| | | | Research Director, Korea Insurance Development Institute | |

List of Nominees for Non-Executive Director

| Name | Current Position | Education | Career | Transactions with the Bank during the past 3 years |
|-------------------|-------------------------------|---|--|--|
| Kee Young | Professor, | Ph.D. in Accounting, Univ. of Texas, Austin | Non-executive Director, LG Corporation | None |
| Chung | Accounting | | | |
| (Newly Appointed) | Keimyung Univ. (C.P.A) | M.A. in Business, Seoul Nat 1 Univ. | President, Korea Accounting Institute | |
| (09/07/1948) | | B.A. in Business, Seoul Nat 1 Univ. | Chairman, Korea Accounting Association | |
| | | | Member, Examination Committee, FSS | |
| Bo Kyung | CEO, Kolon Data Communication | B.S. in Mechanical Engineering, Seoul Nat 1 Univ. | CEO, LG-IBM PC Co., Ltd. | None |
| Byun | | | | |

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|-----------------|----------------------------|--|---|------|
| (Newly | Co., Ltd | | Managing Director, IBM Korea | |
| Appointed) | | | | |
| (08/09/1953) | | | | |
| Bae Kin | Vice President, | Ph.D. in Economics, Univ. of Minnesota | Director of Research, Vice President, KIF | None |
| Cha | Korea Institute of Finance | | | |
| (Newly | | | | |
| Appointed) | | B.A. in Economics, Seoul Nat 1 Univ. | Professor, Economics & Finance, Hong Kong City Univ. | |
| (07/23/1958) | | | | |
| | | | Professor, Economics, Univ. of Texas | |
| Dong Soo | Professor | M.A. in Public Administration, Univ. of Wisconsin at Madison | Deputy Minister, Ministry of Environment | None |
| Chung | Sangmyung Univ. | | | |
| (Reappointed) | | | | |
| (09/24/1945) | | B.A. in Business Administration, Seoul Nat 1 Univ. | Assistant Minister, Planning & Management Office, Ministry of Planning & Budget | |

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| Name | | | | Transactions with |
|-------------------------|--------------------------------|--|---|---|
| (Date of Birth) | Current Position | Education | Career | the Bank during the past 3 years |
| Nobuya | Executive Advisor, | Waseda Univ., Japan | Chairman & CEO, Fuji Xerox Korea | None |
| Takasugi | Fujixerox Korea | | | |
| (Reappointed) | | | Chairman, Seoul Japan Club | |
| (09/03/1942) | | | | |
| Doo Hwan | Representative Partner, | B.A. in Law, Seoul Nat 1 Univ. | Executive Director of the Korean Bar Association | None |
| Song | Hankyul Law firm | | | |
| (Reappointed) | | | Judge, Seoul District Court | |
| (05/29/1949) | | | | |
| Chang Kyu | CEO, | B.A. in Economics, Sogang Univ. | Chief Economic Correspondent /Executive Director, Joongang Ilbo | None |
| Lee | Joongang Ilbo News Magazines | | | |
| (Reappointed) | | Journalism course, Missouri Graduate School | Managing Editor/Director, Joongang Ilbo | |
| (05/20/1950) | | | | |
| Dam Cho | Professor, | Ph.D. in Finance, Korea Univ. | President, Korean Financial Management Association | None |
| (Reappointed) | Chonnam Nat 1 Univ, | | | |
| (08/01/1952) | | M.S in Business Administration, Korea Univ. | Lecturer, Hongik Univ. | |
| | | B.A. in Business Administration, Korea Univ. | | |
| Young Soon Cheon | Professor, Chungang University | Ph.D. in Accounting, Univ. of Georgia | Assistant Professor, Kyunghee Univ. | None |
| (Reappointed) | (C.P.A) | | | |
| (02/01/1961) | | M.Acc, Univ. of Georgia | Senior Research Fellow, FSS | |
| | | B.B.A, Chungang Univ. | Assistant Professor, Baruch college, CUNY | |

Table of Contents**AGENDUM 4. APPOINTMENT OF CANDIDATES FOR THE MEMBERS OF THE AUDIT COMMITTEE, WHO ARE NON-EXECUTIVE DIRECTORS**

| Name | Current Position | Education | Career | Transactions with the Bank during the past 3 years |
|---|---|---|---|---|
| Kee Young Chung (Newly Appointed) (09/07/1948) | Professor, Accounting Keimyung Univ. (C.P.A) | Ph.D. in Accounting, Univ. of Texas, Austin | Non-executive Director, LG Corporation | None |
| | | M.A. in Business, Seoul Nat 1 Univ. | President, Korea Accounting Institute | |
| | | B.A. in Business, Seoul Nat 1 Univ. | Chairman, Korea Accounting Association | |
| Bo Kyung Byun (Newly Appointed) (08/09/1953) | CEO, Kolon Data Communication Co.,Ltd | B.S. in Mechanical Engineering, Seoul Nat 1 Univ. | Member, Examination Committee, FSS CEO, LG-IBM PC Co.,Ltd. | None |
| | | | Managing Director, IBM Korea | |
| Dam Cho (Newly Appointed) (08/01/1952) | Professor, Chonnam Nat 1 Univ. | Ph.D. in Finance, Korea Univ. | President, Korean Financial Management Association | None |
| | | M.S in Business Administration, Korea Univ. | Lecturer, Hongik Univ. | |
| Young Soon Cheon (Reappointed) (02/01/1961) | Professor, Chungang Univ. (C.P.A) | B.A. in Business Administration, Korea Univ. Ph.D. in Accounting, Univ. of Georgia | Assistant Professor, Kyunghee Univ. | None |
| | | M.Acc, Univ. of Georgia | Senior Research Fellow, FSS | |
| | | B.B.A, Chungang Univ. | | |

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Assistant Professor, Baruch
college, CUNY

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AGENDUM 5. APPROVAL OF PREVIOUSLY GRANTED STOCK OPTIONS

On March 18, April 27, July 22 and August 23 of 2005, 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 General Shareholders Meeting convocated after the date of grant.

The purpose of these stock option grants is to motivate our management towards meeting internal business targets and conducting responsible management practices. The methods through which we may grant these stock options are provided in more detail below.

1.1 List of Grantees, Number of Stock Options and Date of Grant

| Date of Grant | Title | Grantees Name | Number of | As per | Remark |
|----------------|-------------------------|------------------|--------------------------|-------------------------|--|
| | | | Shares (Share) | Offering Structure | |
| March 18, 2005 | Non-executive directors | Suk Yong Cha | 135,000 (15,000 each) | Granted over 3 years | Index -Linked Stock Options |
| | | Ki Hong Kim | | | |
| | | Young Soon Cheon | | | |
| | | Dong Soo Chung | | | |
| | | Chang Kyu Lee | | | |
| | | Hun Namkoong | | | |
| | | Doo Hwan Song | | | |
| | Chief audit executive | Nobuya Takasugi | 30,000 | Granted over 3 years | |
| | | Hyung Duk Chang | | | |
| | Senior EVPs | Dong Won Kim | 420,000 (30,000 each) | Granted over 3 years | Performance Linked Stock Options |
| | | Kap Shin | | | |
| | | Yun Keun Jung | | | |
| | | Nam Sik Yang | | | |
| | | Hyo Sung Won | | | |
| Yong Kook Oh | | | | | |
| Sang Jin Lee | | | | | |

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| | | | |
|---|-----------------|---------------------------------|--|
| | Ahn Sook Koo | | |
| | Jung Young Kang | | |
| | Young Han Choi | | |
| | Dong Soo Choe | | |
| | Seong Kyu Lee | | |
| | Jun Bo Cho | | |
| | Jeong Min Kim | | |
| EVPs | Sung Soo Jung | 60,000 (15,000 each) | Granted over 3 years |
| | Hye Young Kim | | |
| | Ki Hyun Kim | | |
| | Jae Sam Chung | | |
| Heads of Regional Head Offices | Chang Ho Kim | 225,000 (15,000 each) | Granted over 3 years Performance Linked Stock Options |
| | Dong Sook Kang | | |
| | De Oak Shin | | |
| | Dal Soo Lee | | |
| | Byong Doo Ahn | | |
| | Byung Kun Oh | | |
| | Won Sik Yeo | | |
| | Dong Su Yeo | | |
| | Kyoung Ho Lee | | |
| | Jeung Ho Lee | | |
| | Kwang Suk Lee | | |
| | Tae Kon Kim | | |
| | Hyeog Kwan Kwon | | |
| | Hyo Nam Choi | | |
| | Kyu Hyung Jung | | |
| Heads of Corporate Regional Head Offices | Dong Hwan Cho | 30,000 (15,000 each) | |
| | Man Hee Lee | | |
| Head of Derivatives Business Unit | Il Soo Moon | 15,000 | |

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| | | | | | |
|------------------------|----------------------------|---------------------|----------------|--------------|---------------|
| | Chief Compliance Officer | Yong Seung Lee | 15,000 | | |
| - | Subtotal: 47 people | - | 930,000 | - | - |
| April 27, 2005 | EVP | Kyung Wook Kang | 15,000 | | Performance |
| July 22, 2005 | Senior EVP | Donald H. MacKenzie | 30,000 | Granted | Linked |
| August 23, 2005 | EVP | Youn Soo Kim | 15,000 | over 3 years | Stock Options |
| - | Subtotal: 3 people | - | 60,000 | - | - |
| - | Total: 50 people | - | 990,000 | - | - |

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1.2 Adjustment to Number of Options for Grantees (Performance Linked Stock Options)

Grantees: Senior EVPs, EVPs, Heads of Regional Head Offices, Heads of Corporate Regional Head Offices, Head of Derivatives Business Unit and Chief Compliance Officer

The number of stock options granted to the grantees above is subject to adjustment based on the average evaluated score of the performance he or she achieves for three years from the date of the grant. Where the grantee resigns before the three-year term expires, the calculation shall be made based upon the quarterly average performance scores calculable immediately prior to such event.

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Evaluation Method

| | |
|--|--|
| Average Score | Calculation of Exercisable Stock Option |
| Less than 60 points | Stock options cancelled. |
| 60 points or above but less than 80 points | Number of exercisable options = (Number of stock options granted evaluated score / 80) |
| 80 points or above | Total number of the stock options granted. |

1.3 Method of Exercise

Kookmin Bank may grant shares to a grantee who exercised his or her stock option by:

Issuing new common shares

Delivering treasury shares (which will be common shares)

Giving grantees of the stock options cash or treasury shares for the value of which is equivalent to the difference between the exercise price and the market price

1.4 Exercise Price

i) Chief audit executive and Non-executive directors (Index-Linked Stock Option)

Formula

Exercise price = 46,800 Won x (1 + rate of increase for KOSPI banking industry index x 0.4)

Rounded up to the nearest 100 Won. Rate of increase for KOSPI banking industry index¹= (KOSPI banking industry index as of the effective date² - KOSPI banking industry index as of the date of grant) / KOSPI banking industry index as of the date of grant

1. If the rate of increase for KOSPI banking industry index is negative, exercise price will be 46,800 won
2. The effective date to decide the number of stock options granted: March 18, 2008
In the case of the date being on holiday, the next business date will be effective

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| Date of Grant | Exercise Price |
|----------------------|-----------------------|
| March 18, 2005 | 46,800 |
| April 27, 2005 | 45,700 |
| July 22, 2005 | 49,200 |
| August 23, 2005 | 53,000 |

* Exercise price is decided at the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

1.5 Exercise Period

| Date of Grant | Exercise Period |
|----------------------|---|
| March 18, 2005 | From March 19, 2008 to March 18, 2013 |
| April 27, 2005 | From April 28, 2008 to April 27, 2013 |
| July 22, 2005 | From July 23, 2008 to July 22, 2013 |
| August 23, 2005 | From August 24, 2008 to August 23, 2013 |

1.6 Adjustment to Exercise Price and Number of Options

In the event that there is a capital increase, bonus issue, stock dividend, stock split, reverse stock split, merger or consolidation, capital reduction, reduction of retained earnings or cancellation of issued stocks as a result of the redemption of redeemable stocks and such event requires an adjustment in the exercise price or number of exercisable shares pursuant to these stock option grants, then such adjustment shall be made in accordance with a resolution passed by our board.

1.7 Adjustment Following Resignation

If any grantee resigns or ceases his/her office and the conditions for exercising his/her stock options have been satisfied, such grantee may exercise his/her options, adjusted pursuant to the formula below and rounded down to the nearest whole share.

Formula

Exercisable number of shares shall mean the number of shares granted by the stock options multiplied by the number of days at work divided by three years.

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On February 27, 2006, the board of directors of Kookmin Bank approved and ratified stock option grants to certain of its senior executive vice presidents, executive vice presidents and heads of its regional head offices and to its chief audit executive, chief executive vice president and non-executive directors.

The resolution by our board is subject to approval and ratification at our general shareholders' meeting to be held on March 24, 2006.

The purpose of these stock option grants is to motivate our management towards meeting internal business targets and conducting responsible management practices. The methods through which we may grant these stock options are provided in more detail below.

1. List of Grantees and the Stock Option Details**Non-executive directors**

| Title | Grantees | | Number of Shares | Additional Shares to be Granted ³ | Notes |
|-------------------------|------------------|--|------------------|--|--------------------------|
| | Name | | | | |
| Non-executive directors | Dong Soo Chung | | 10,000 | 10,000 | Granted over two years |
| | Doo Hwan Song | | 10,000 | 10,000 | Granted over two years |
| | Chang Kyu Lee | | 10,000 | 10,000 | Granted over two years |
| | Dam Cho | | 10,000 | 10,000 | Granted over two years |
| | Nobuya Takasugi | | 10,000 | 10,000 | Granted over two years |
| | Young Soon Cheon | | 5,000 | 5,000 | Granted over one year |
| | Kee Young Chung | | 30,000 | 15,000 | Granted over three years |
| | Bo Kyung Byun | | 30,000 | 15,000 | Granted over three years |
| | Bae Kin Cha | | 30,000 | 15,000 | Granted over three years |
| Subtotal | 9 people | | 145,000 | 5,000~15,000³ | - |

³ If a non-executive director is appointed as the chairman of our board at a subsequent board meeting after the general shareholders' meeting, such director will be granted additional stock options entitling him or her to receive additional shares equal to the amount set forth opposite his or her name. Such additional amount will be adjusted pursuant to note 6 to reflect the shorter tenure of non-executive directors.

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| Title | Grantees | | Number of | |
|----------------------------------|------------------|----------------------------|--------------------------|--|
| | Name | Shares | Notes | |
| Chief audit executive | Hyung Duk Chang | 20,000 | Granted over two years | |
| Chief executive vice president | Ki Hong Kim | 210,000 | Granted over three years | |
| Senior executive vice presidents | Kap Joe Song | 45,000 | Granted over three years | |
| | Dal Soo Lee | 20,000 | Granted over two years | |
| | Won Sik Yeo | 20,000 | Granted over two years | |
| | De Oak Shin | 20,000 | Granted over two years | |
| Executive vice presidents | Choong Won Cho | 30,000 | Granted over three years | |
| | Yook Sang Kwon | 30,000 | Granted over three years | |
| | Haing Hyun Choi | 30,000 | Granted over three years | |
| | In Gyu Choi | 30,000 | Granted over three years | |
| | Kwang Chun Shon | 30,000 | Granted over three years | |
| | Han Mok Cho | 30,000 | Granted over three years | |
| Heads of regional head offices | Soon Hyun Kim | 30,000 | Granted over three years | |
| | Seung Joo Baik | 30,000 | Granted over three years | |
| | Kwang Mook Park | 30,000 | Granted over three years | |
| | Se Yoon Hong | 30,000 | Granted over three years | |
| | Sang Rak Jang | 30,000 | Granted over three years | |
| | Jin Sun Paeng | 30,000 | Granted over three years | |
| | Shin Og Joo | 30,000 | Granted over three years | |
| | Young Hee Jeon | 30,000 | Granted over three years | |
| | Bae Young Lee | 30,000 | Granted over three years | |
| Subtotal | 21 people | 785,000 | - | |
| Total | 30 people | 930,000⁴ | - | |

2. Grant Date: March 24, 2006

3. Exercise Price (Index-Linked Stock Option)

Exercise price = (Base price) Won x (1 + TRS of the three major competitors x 0.4)

(1) Rounded up to the nearest 100 Won.

⁴ The aggregate number of shares to be granted to non-executive directors and executive directors pursuant to additional stock options could increase from 930,000 shares to up to between 935,000 shares and 945,000 shares.

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- (2) Base price shall mean the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.
- (3) TRS of the three major competitors shall mean (the sum of each of the three major competitor's total market cap at the expected exercise share confirmation date *less* the sum of each of the three major competitor's total market cap at the grant date) divided by the sum of each of the three major competitor's total market cap at the grant date multiplied by 100.

Total market cap at the expected exercise share confirmation date shall mean the expected exercise share confirmation date closing price multiplied by the number of outstanding shares as of the expected exercise share confirmation date. The expected exercise share confirmation date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to the expected exercise share confirmation date; (ii) one month prior to the expected exercise share confirmation date; and (iii) one week prior to the expected exercise share confirmation date.

Total market cap at the grant date shall mean the grant date closing price multiplied by the number of outstanding shares as of the grant date. The grant date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

- (4) Three major competitors shall mean the Shinhan Financial Group, Hana Financial Group and Woori Financial Group.
- (5) In the event of (i) a grantee's early retirement, the day before such retirement date and (ii) the expected exercise share confirmation date falling on a holiday, the day before such holiday, each such day shall be deemed the expected exercise share confirmation date.
- (6) If the growth rate of the three major competitors' total market cap is negative, the exercise price shall be (Base price) Won.

4. Method of Exercise

Kookmin Bank may grant shares to a grantee who exercised his or her stock option by:

Issuing new common shares

Delivering treasury shares (which will be common shares)

Giving grantees of the stock options cash or treasury shares for the value of which is equivalent to the difference between the exercise price and the market price

5. Exercise Period: From March 25, 2009 to March 24, 2014

6. Adjustment to Exercise Price and Number of Stock Options

In the event that there is a capital increase, stock dividend, stock split, reverse stock split, merger or consolidation, capital reduction, reduction of retained earnings or cancellation of issued stocks as a result of the redemption of redeemable stocks and such event requires an adjustment in the exercise price or number of exercisable shares pursuant to these stock option grants, then such adjustment shall be made in accordance with a resolution passed by our board.

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A non-executive director who is also appointed as chairman of our board will be granted additional stock options entitling him or her to receive additional shares equal to the amount set forth opposite his or her name under the column "Additional Shares to be Granted" in the first table above. Such additional amount will be adjusted to reflect the shorter tenure of non-executive directors.

7. Adjustment Following Resignation

If any grantee resigns or ceases his/her office and the conditions for exercising his/her stock options have been satisfied, such grantee may exercise his/her options, adjusted pursuant to the formula below and rounded down to the nearest whole share.

Formula

Exercisable number of shares shall mean the number of shares granted by the stock options multiplied by the number of days at work divided by three years.

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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, 2006

By: /s/ Kap Shin
(Signature)
Name: Kap Shin
Title: CFO / Senior EVP
Executive Director

Table of Contents**Exhibit 99.1**

KOOKMIN BANK

NON-CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2005 AND 2004

| | Korean Won (Restated) ¹ | |
|---|---------------------------------------|-------------------|
| | 2005 | 2004 |
| | (In millions) | |
| ASSETS | | |
| Cash and due from banks | (Won) 5,867,417 | (Won) 5,139,604 |
| Securities | 30,550,299 | 27,965,441 |
| Loans | 135,738,407 | 135,769,326 |
| Fixed assets | 2,436,702 | 2,633,218 |
| Other assets | 5,000,824 | 8,133,541 |
| | (Won) 179,593,649 | (Won) 179,641,130 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| LIABILITIES: | | |
| Deposits | (Won) 126,281,232 | (Won) 127,010,534 |
| Borrowings | 13,737,336 | 9,634,296 |
| Debentures | 16,547,987 | 21,874,695 |
| Other liabilities | 10,653,494 | 11,943,063 |
| | 167,220,049 | 170,462,588 |
| SHAREHOLDERS' EQUITY | | |
| Common stock | 1,681,896 | 1,681,896 |
| Capital surplus | 6,254,786 | 6,230,738 |
| Retained earnings (Net income of (Won)2,252,218 million for the year ended December 31, 2005 and (Won)360,454 million for the year ended December 31, 2004) | 3,929,948 | 1,846,895 |
| Capital adjustments | 506,970 | (580,987) |
| | 12,373,600 | 9,178,542 |
| | (Won) 179,593,649 | (Won) 179,641,130 |

See accompanying notes to non-consolidated financial statements.

¹ We recorded individual assets and liabilities comprised in private beneficiary certificates in our respective bank accounts, and net operating results from the private beneficiary certificates were recorded as one line item of income or loss from beneficiary certificates in the income statements by the end of 2004. However, in accordance with the new interpretation on the accounting of private beneficiary certificates by the Financial Supervisory Service, a private beneficiary certificate on which management, as an investor, agrees to have no interference and is not managing, is regarded as an ordinary beneficiary certificate and recorded as securities. As a result of the change of accounting principle, we restated the accompanying financial statements as of December 31, 2004.

Table of Contents**Exhibit 99.2**

KOOKMIN BANK

NON-CONSOLIDATED STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

| | Korean Won (Restated) | |
|--|---|-------------------|
| | 2005 (In millions except per share amounts) | 2004 |
| OPERATING REVENUE: | | |
| Interest income: | | |
| Interest on due from banks | (Won) 26,274 | (Won) 9,995 |
| Interest on securities | 1,127,393 | 1,045,947 |
| Interest on loans | 10,139,482 | 11,437,600 |
| Other interest income | 28,258 | 40,542 |
| | 11,321,407 | 12,534,084 |
| Commission income | 1,139,251 | 1,085,089 |
| Other operating income: | | |
| Gain on disposal of trading securities | 93,736 | 184,554 |
| Gain on valuation of trading securities | | 26,745 |
| Dividends on trading securities | 4,869 | 3,289 |
| Dividends on available-for-sale securities | 3,281 | 7,835 |
| Foreign exchange trading income | 254,101 | 257,039 |
| Fees and commissions from trust accounts | 137,666 | 117,869 |
| Gain on financial derivatives trading | 3,652,414 | 4,057,392 |
| Gain on valuation of financial derivatives | 1,152,891 | 2,196,112 |
| Gain on valuation of fair value hedged items | 56,144 | 6,065 |
| Other operating income | 39,498 | 41,945 |
| | 5,394,600 | 6,898,845 |
| Total operating revenues | 17,855,258 | 20,518,018 |
| OPERATING EXPENSES: | | |
| Interest expenses: | | |
| Interest on deposits | 3,209,746 | 3,909,204 |
| Interest on borrowings | 384,332 | 326,586 |
| Interest on debentures | 1,034,471 | 1,116,110 |
| Other interest expenses | 35,026 | 60,320 |
| | 4,663,575 | 5,412,220 |
| Commission expense | 352,546 | 470,755 |
| Other operating expenses: | | |

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| | | |
|---|------------|------------|
| Loss on disposal of trading securities | 79,525 | 69,815 |
| Loss on valuation of trading securities | 14,550 | |
| Provision for possible loan losses | 1,053,088 | 3,068,248 |
| Provision for acceptance and guarantee losses | 9,008 | 206 |
| Foreign exchange trading losses | 237,323 | 305,448 |
| Loss on financial derivatives trading | 3,575,745 | 3,990,483 |
| Loss on valuation of financial derivatives | 1,097,056 | 2,050,551 |
| Other operating expenses | 781,258 | 684,141 |
| | 6,847,553 | 10,168,892 |
| General and administrative expenses | 2,975,762 | 2,739,933 |
| Total operating expenses | 14,839,436 | 18,791,800 |

(Continued)

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KOOKMIN BANK

NON-CONSOLIDATED STATEMENTS OF INCOME (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

| | Korean Won (Restated) | |
|---|---|-----------------|
| | 2005 | 2004 |
| | (In millions except per share amounts) | |
| OPERATING INCOME | (Won) 3,015,822 | (Won) 1,726,218 |
| NON-OPERATING INCOME | 734,695 | 464,417 |
| NON-OPERATING EXPENSES | 522,264 | 1,560,724 |
| ORDINARY INCOME | 3,228,253 | 629,911 |
| EXTRAORDINARY ITEM | | |
| INCOME BEFORE INCOME TAX | 3,228,253 | 629,911 |
| INCOME TAX EXPENSE | 976,035 | 269,457 |
| NET INCOME | (Won) 2,252,218 | (Won) 360,454 |
| ORDINARY INCOME PER SHARE (In currency units) | (Won) 6,977 | (Won) 1,176 |
| NET INCOME PER SHARE (In currency units) | (Won) 6,977 | (Won) 1,176 |
| DILUTED ORDINARY INCOME PER SHARE (In currency units) | (Won) 6,973 | (Won) 1,176 |
| DILUTED NET INCOME PER SHARE (In currency units) | (Won) 6,973 | (Won) 1,176 |

See accompanying notes to non-consolidated financial statements.

Table of Contents**Exhibit 99.3**

KOOKMIN BANK

NON-CONSOLIDATED STATEMENTS OF APPROPRIATIONS OF RETAINED EARNINGS

FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

| | Korean Won (Restated) | |
|--|--------------------------|-----------------|
| | 2005 | 2004 |
| | (In millions) | |
| RETAINED EARNINGS BEFORE APPROPRIATIONS: | | |
| Accumulated deficits carried over from prior years | (Won) (194,772) | (Won) (176,963) |
| Adjustment on valuation using the equity method | | 1,614 |
| Net income | 2,252,218 | 360,454 |
| | 2,057,446 | 185,105 |
| TRANSFER FROM VOLUNTARY RESERVES: | | |
| Voluntary reserve | | 220,100 |
| Business rationalization reserve | | 40,760 |
| | | 260,860 |
| APPROPRIATIONS: | | |
| Legal reserve | 225,300 | 55,600 |
| Reserve for financial structure improvement | | 55,600 |
| Reserve for losses on sale of treasury stock | | 359,525 |
| Voluntary reserve | 1,646,500 | |
| Cash dividends (11.0% for common stock in 2005) | 184,889 | 168,574 |
| Other reserves | 698 | 1,438 |
| | 2,057,387 | 640,737 |
| UNAPPROPRIATED RETAINED EARNINGS (UNDISPOSED DEFICIT) TO BE CARRIED FORWARD TO SUBSEQUENT YEARS | (Won) 59 | (Won) (194,772) |

See accompanying notes to non-consolidated financial statements.