

Edgar Filing: KOOKMIN BANK - Form 6-K

KOOKMIN BANK  
Form 6-K  
March 23, 2004

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 2004

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

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

1

On March 23, 2004, Kookmin Bank disclosed as follows:

## Edgar Filing: KOOKMIN BANK - Form 6-K

### Exhibit Index

99.1 Results of General Shareholders' Meeting for the Fiscal Year of 2003

99.2 Grant of Stock Options

99.3 New Board of Directors

2

Exhibit 99.1 Results of General Shareholders' Meeting for the Fiscal Year of 2003

On March 23, 2004, Kookmin Bank held the general shareholders' meeting for the fiscal year of 2003, and all the five agenda listed below were approved of and ratified as originally proposed.

- [X] Agendum 1. Approval of Non-Consolidated Financial Statements (Balance Sheet; Income Statement; and Statement of Disposition of Accumulated Deficit) for the Fiscal Year of 2003
- [X] Agendum 2. Partial Amendments to the Articles of Incorporation
- [X] Agendum 3. Appointment of Directors
- [X] Agendum 4. Appointment to the Audit Committee Member Candidates Who Are Non-Executive Directors
- [X] Agendum 5. Approval of Previously Granted Stock Options

For each details of originally proposed agenda, please refer (Agenda of General Shareholders' Meeting for the Fiscal Year of 2003), which was disclosed on March 8, 2004.

3

### Exhibit 99.2 Grant of Stock Options

On March 23, 2004, the board of directors of Kookmin Bank approved and ratified granting of stock options to directors and a senior executive vice president of the Bank.

Pursuant to Article 13 of the Articles of Incorporation, the resolution 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.

#### 1. List of Grantees and the Number of Options

Name	Position	No. of Shares Granted
Dong Soo Chung	Non-Executive Director	5,000 common shares
Woon Youl Choi	Non-Executive Director	5,000 common shares
Wang Ha Cho	Non-Executive Director	5,000 common shares
Young Soon Cheon	Non-Executive Director	5,000 common shares

## Edgar Filing: KOOKMIN BANK - Form 6-K

Jung Young Kang	Senior Executive Vice President	10,000 common shares
Total	5 persons	30,000 common shares

### 2. Adjustment to Number of Options for Senior Executive Vice President

The number of stock options granted to senior executive vice president, Mr. Jung Young Kang, is subject to adjustment based on the average score of the key performance indicators he will achieve for one year from the date of grant. 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
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. . Number of exercisable options = (Number of options granted) x (Average score / 100)
Over 80 points	Total number of the granted stock options exercised.

### 3. Grant Date: March 23, 2004

4

### 4. Method of Exercise

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.

### 5. Exercise Price

i) Non-Executive Director, lined to stock price indices

#### Formula

Exercise price = 47,200 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 after 1 year from the date of grant - 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 President: 47,200 Won

6. Exercise Period: From March 24, 2007 to March 23, 2012

**Edgar Filing: KOOKMIN BANK - Form 6-K**

7. Adjustment to Exercise Price and Number of Options

In the event of any right offering, stock dividend, transfer of reserves to capital, stock split, reverse split, or merger, which require adjustments of the price or the numbers of stock after the option grant date, adjustment shall be made as needed in accordance with the resolutions reached by the Board of Directors for, i.e., number of options and the exercise price.

8. 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

-----

1. KOSPI banking industry index as of the date of resignation is used in the event any grantee resigns during the course of one year.

5

Exhibit 99.3 New Board of Directors

As of March 23, 2004, the Board of Directors of Kookmin Bank consists of 4 executive directors and 12 non-executive directors as follows:

Executive directors

-----

Name	Title	Member of the Audit Co
Jung Tae Kim	President & Chief executive officer	No
Sung Nam Lee	Auditor & Executive director	Yes
Donald H. MacKenzie	Executive director & Senior executive vice president/ Risk Management Group	No
Seong Kyu Lee	Executive director & Senior executive vice president/ Workout & Operations Group	No

Non-executive directors

-----

Edgar Filing: KOOKMIN BANK - Form 6-K

Name	Current position out of Kookmin Bank	Member of the Audit Co
Moon Soul Chung	Advisor, Mirae Corporation	No
Sun Jin Kim	Chairman, Yuhan Chemical Industry Co.	Yes
Dong Soo Chung	Professor, Sangmyung University	Yes
Richard Elliott Lint	Principal, Mercer Human Resource Consulting	No
Kyung Hee Yoon	Former Country manager & Managing director, ING Ltd., Korea	Yes
Seoung Woo Nam	CEO, Pulmuone Co., Ltd.	No
Suk Yong Cha	President & CEO, Haitai Confectionery & Foods Co., Ltd.	No
Bernard S. Black	Professor of Law, Stanford Law School	No
Ki Hong Kim	Professor of Business Administration, Chungbuk National University	No
Woon Youl Choi	Dean of Graduate School of Business Administration, Sogang University	No
Wang Ha Cho	Vice chairman, Kolon	No
Young Soon Cheon	Professor of Business Administration, Chungang University	Yes

6

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 23, 2004

By: /s/ Ki Sup Shin

-----  
(Signature)

Name: Ki Sup Shin

Title: Senior Executive Vice President & Chief Financial Officer

7