

KOOKMIN BANK

Form 6-K

August 14, 2008

This Report on Form 6-K is incorporated by reference into the prospectus included in the Registration Statement on Form F-4 of Kookmin Bank (File No. 333-151207).

# **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 August 2008**

# **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)

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

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 ☒

UNAUDITED NON-CONSOLIDATED FINANCIAL STATEMENTS

OF KOOKMIN BANK

KOOKMIN BANK

NON-CONSOLIDATED BALANCE SHEETS

AS OF JUNE 30, 2008 AND DECEMBER 31, 2007

	Korean Won	
	2008	2007
	(In millions)	
<u>ASSETS</u>		
Cash and due from banks	(Won) 6,602,042	(Won) 6,544,754
Securities	33,653,467	30,777,359
Loans	191,142,034	171,549,993
Tangible assets	2,242,485	2,298,743
Other assets	11,339,233	7,695,189
	(Won) 244,979,261	(Won) 218,866,038
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
<u>LIABILITIES:</u>		
Deposits	(Won) 156,791,555	(Won) 138,858,691
Borrowings	54,535,929	50,250,481
Other liabilities	17,257,590	13,719,105
	228,585,074	202,828,277
<u>SHAREHOLDERS' EQUITY :</u>		
Common stock	1,681,896	1,681,896
Capital surplus	6,273,290	6,269,263
Accumulated other comprehensive income	271,746	345,446
Retained earnings	8,167,255	7,741,156
	16,394,187	16,037,761
	(Won) 244,979,261	(Won) 218,866,038

## KOOKMIN BANK

## NON-CONSOLIDATED STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND 2007

	Korean Won	
	2008	2007
	(In millions except per share amounts)	
OPERATING REVENUE:		
Interest income:		
Interest on due from banks	(Won) 1,460	(Won) 8,482
Interest on securities	834,184	677,298
Interest on loans	6,945,557	5,763,172
Other interest income	19,041	17,934
	7,800,242	6,466,886
Gain on valuation and disposal of securities:		
Gain on valuation of trading securities	10,863	10,202
Gain on disposal of trading securities	84,980	39,621
Gain on disposal of available-for-sale securities	112,482	736,741
Reversal of impairment loss on available-for-sale securities	17,837	23,726
	226,162	810,290
Gain on disposal of loans	22,832	23,112
Foreign exchange trading income	324,381	205,882
Commission income	763,482	730,796
Fees and commissions from trust accounts	46,055	46,649
Dividends income	11,160	9,920
Other operating income:		
Gain on derivatives trading	3,040,450	1,137,855
Gain on valuation of derivatives	2,998,833	578,579
Gain on valuation of fair value hedged items	132,795	91,160
Other operating income	17,444	81,026
	6,189,522	1,888,620
Total operating revenues	15,383,836	10,182,155
OPERATING EXPENSES:		
Interest expenses:		
Interest on deposits	2,931,120	1,924,147
Interest on borrowings	1,367,224	1,101,816
Other interest expenses	41,500	34,624
	4,339,844	3,060,587

Loss on valuation and disposal of securities:

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Loss on valuation of trading securities	28,520	21,646
Loss on disposal of trading securities	40,452	17,491
Loss on disposal of available-for-sale securities	12,187	9,940
Impairment loss on available-for-sale securities	30,086	44,706
	111,245	93,783
Loss on valuation and disposal of loans:		
Provision for possible loan losses	409,104	191,606
Loss on disposal of loans	123	
	409,227	191,606
Foreign exchange trading losses	261,233	159,738
Commission expenses	317,407	263,625
General and administrative expenses	1,849,592	1,782,631

## KOOKMIN BANK

## NON-CONSOLIDATED STATEMENTS OF INCOME (CONTINUED)

FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND 2007

	Korean Won	
	2008	2007
	(In millions except per share amounts)	
Other operating expenses:		
Provision for acceptances and guarantees losses	(Won) 15,451	(Won) 5,573
Loss on derivatives trading	2,906,150	1,127,008
Loss on valuation of derivatives	3,105,961	607,066
Loss on valuation of fair value hedged items	11,681	20,364
Other operating expenses	373,793	297,801
	6,413,036	2,057,812
Total operating expenses	13,701,584	7,609,782
OPERATING INCOME	1,682,252	2,572,373
NON-OPERATING REVENUE	140,542	128,400
NON-OPERATING EXPENSES	53,816	54,801
INCOME BEFORE INCOME TAX	1,768,978	2,645,972
INCOME TAX EXPENSE	493,125	1,227,174
NET INCOME	(Won) 1,275,853	(Won) 1,418,798
BASIC NET INCOME PER SHARE (In currency units)	(Won) 3,793	(Won) 4,218
DILUTED NET INCOME PER SHARE (In currency units)	(Won) 3,789	(Won) 4,209

## KOOKMIN BANK

## NON-CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND 2007

	Capital stock	Capital surplus	Capital adjustments	Accumulated other comprehensive income (In millions)	Retained earnings	Total
January 1, 2007	(Won) 1,681,896	(Won) 6,258,297	(Won)	(Won) 899,542	(Won) 6,215,222	(Won) 15,054,957
Cumulative effect on accounting changes		10,966		(10,966)		
	1,681,896	6,269,263		888,576	6,215,222	15,054,957
Dividend					(1,227,784)	(1,227,784)
Balance after appropriations	1,681,896	6,269,263		888,576	4,987,438	13,827,173
Net income					1,418,798	1,418,798
Valuation of available-for-sale securities				(481,623)		(481,623)
Valuation of held-to-maturity securities				(38)		(38)
Valuation of securities using the equity method				(5,629)	(7,650)	(13,279)
Others					(157)	(157)
June 30, 2007	(Won) 1,681,896	(Won) 6,269,263	(Won)	(Won) 401,286	(Won) 6,398,429	(Won) 14,750,874
January 1, 2008	(Won) 1,681,896	(Won) 6,258,297	(Won)	(Won) 356,412	(Won) 7,741,156	(Won) 16,037,761
Cumulative effect for accounting changes		10,966		(10,966)		
	1,681,896	6,269,263		345,446	7,741,156	16,037,761
Dividend					(824,129)	(824,129)
Balance after appropriations	1,681,896	6,269,263		345,446	6,917,027	15,213,632
Net income					1,275,853	1,275,853
Valuation of available-for-sale securities				(52,927)		(52,927)
Valuation of held-to-maturity securities				(7)		(7)
Valuation of securities using the equity method		4,027		(20,766)	(26,503)	(43,242)
Others					878	878
June 30, 2008	(Won) 1,681,896	(Won) 6,273,290	(Won)	(Won) 271,746	(Won) 8,167,255	(Won) 16,394,187

## KOOKMIN BANK

## NON-CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND 2007

	2008	Korean Won (In millions)	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	(Won) 1,275,853		(Won) 1,418,798
Adjustments to reconcile net income to net cash used in operating activities:			
Loss on valuation of trading securities	28,520		21,646
Impairment loss on available-for-sale securities	30,086		44,706
Loss on valuation of securities accounted for using the equity method	306		387
Provision for possible loan losses	409,104		191,606
Depreciation and amortization	205,209		186,774
Loss on disposal of tangible assets	597		714
Loss on valuation of derivatives	3,105,961		607,066
Loss on valuation of fair value hedged items	11,681		20,364
Provision for severance benefits	89,389		83,003
Gain on valuation of trading securities	(10,863)		(10,202)
Reversal of impairment loss on available-for-sale securities	(17,837)		(23,726)
Gain on valuation of securities accounted for using the equity method	(57,180)		(56,930)
Gain on disposal of tangible assets	(3,448)		(281)
Gain on valuation of derivatives	(2,998,833)		(578,579)
Gain on valuation of fair value hedged items	(132,795)		(91,160)
Others, net	5,712		179,188
	665,609		574,576
Changes in assets and liabilities resulting from operations:			
Net decrease (increase) in trading securities	803,686		(3,141,808)
Net decrease (increase) in available-for-sale securities	(2,096,419)		26,192
Net decrease (increase) in held-to-maturity securities	(1,045,790)		713,682
Net increase in loans	(20,026,879)		(9,640,833)
Net increase in accounts receivable	(1,793,425)		(1,496,466)
Net decrease (increase) in accrued income	59,304		(112,454)
Net increase in prepaid expenses	(31,676)		(26,519)
Net decrease (increase) in deferred income tax assets	(20,057)		(148,042)
Net increase in accounts payable	1,540,286		1,408,325
Net increase in accrued expenses	551,755		681,878
Net increase in unearned revenues	7,551		9,613
Payment of severance benefits	(20,004)		(15,521)
Net increase in severance insurance deposits	(3,017)		(2,688)
Others, net	(243,119)		122,123
	(22,317,804)		(11,622,518)
Net cash used in operating activities	(20,376,342)		(9,629,144)



## KOOKMIN BANK

## NON-CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND 2007

	2008	Korean Won (In millions)	2007
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net decrease in restricted due from banks	(Won) 336,654	(Won) 630,716	
Net decrease (increase) in securities accounted for using the equity method	(419,502)	14,187	
Disposal of tangible assets	7,293	5,801	
Disposal of intangible assets		75	
Purchase of tangible assets	(93,641)	(187,579)	
Purchase of intangible assets	(32,998)	(14,152)	
Net increase in guarantee deposits paid	(32,678)	(94,385)	
Net decrease in domestic exchange settlement debits	41,333	235,795	
Net cash provided by (used in) investing activities	(193,539)	590,458	
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net increase in deposits	17,933,842	1,544,059	
Net increase in borrowings	4,330,689	7,685,776	
Net increase (decrease) in other liabilities	(476,579)	435,527	
Dividend	(824,129)	(1,227,784)	
Net cash provided by financing activities	20,963,823	8,437,578	
<b>NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS</b>	<b>393,942</b>	<b>(601,108)</b>	
<b>CASH AND DUE FROM BANKS, BEGINNING OF PERIOD</b>	<b>2,533,763</b>	<b>3,287,819</b>	
<b>CASH AND DUE FROM BANKS, END OF PERIOD</b>	<b>(Won) 2,927,705</b>	<b>(Won) 2,686,711</b>	

**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: August 14, 2008

By: /s/ Donald H. MacKenzie  
(Signature)  
Name: Donald H. MacKenzie  
Title: Senior EVP / CFO  
Executive Director