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SHINHAN FINANCIAL GROUP CO LTD

Form 6-K

April 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 6-K

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

For the Month of April 2004

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-\_\_\_\_\_.

RESOLUTION TO INCORPORATE CHOHUNG BANK AS A WHOLLY-OWNED SUBSIDIARY

Shinhan Financial Group ("SFG" or "the Group"), currently holding 81.15% ownership of Chohung Bank decided to acquire the minority common shares (18.85% of total Chohung common shares or 135,548,285) of Chohung Bank by the end of June 2004 through the small-scale share swap pursuant to the resolution of the BOD meeting held on April 12, 2004. The Group will also provide a tender offer for the 20% or 27,109,657 shares of the Chohung minority shares before the share swap.

The exchange ratio for the share swap has been determined by the market value calculated in compliance with the related regulations at 0.1354, which means one common share of Shinhan Financial Group will be exchanged into 7.38 shares of Chohung Bank common shares (or one common share of Chohung Bank exchanged into 0.1354 common share of SFG). Shareholders of Chohung Bank who are against the share swap are entitled for a right to ask Chohung Bank to buy back its shares

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at KRW 3,067. However, the shareholders of the Group are not entitled for the buy-back option as this program is small-scale-share swap. The share swap is scheduled for June 22, 2004.

Shinhan Financial Group will make a tender offer for 20% or 27,109,657 shares of the Chohung minority common shares from April 26, 2004 to May 17, 2004 at KRW 3,500 per share, which is 12% premium over the lasted market price KRW 3,120 as of April 9, 2004. The Group will purchase all of the shares subscribed for the tender offer; however, if the tendered shares exceed the 20% or 27,109,657, the group will only purchase the scheduled 27,109,657 shares on pro rata basis.

The minority shareholders of Chohung Bank have three options other than market trading; they can 1) participate in the tender offer from SFG, 2) decide to have their shares to be exchanged into SFG common shares, or 3) ask Chohung Bank to buy back their shares in case they are against the share swap.

The followings are detailed information concerning the share swap and tender offer

### 1. Exchange Ratio for Share Swap

- The ratio has been determined based on the following rule:

\*Based on Market closing price prior to the date of the BOD meeting (filing date of share swap report), lesser price between (1) or (2), is applied for exchange ratio

calculation.