

WOORI FINANCE HOLDINGS CO LTD

Form 6-K

February 27, 2013

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 February 2013

Woori Finance Holdings Co., Ltd.

(Translation of registrant's name into English)

203, Hoehyon-dong, 1-ga, Chung-gu, Seoul, Korea

(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.

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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

203 Hoehyondong, 1-ga Chung-gu

Seoul, 100-792 Korea

Tel.822-2125-2211

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February 27, 2013

To Shareholders:

Convocation Notice of the Annual General Meeting of Shareholders

Notice is hereby given that an Annual General Meeting of Shareholders of the Group will be held as described hereunder and your attendance is cordially requested.

Very truly yours,

Pal-Seung Lee

Chairman and CEO

Woori Financial Group

203, Hoehyon-dong 1-ga, Chung-gu

Seoul 100-792, Korea

Description

- | | |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Date and Time | March 22, 2013
9 A.M., Seoul time. |
| 2. Venue | 5th floor / Woori Bank,
203, Hoehyon-dong, 1-ga, Chung-gu, Seoul, 100-792, Korea |
| 3. Agenda | A. Approval of financial statements for the fiscal year 2012
B. Approval of modifications to the Articles of Incorporation
C. Appointment of non-standing directors
C-1 Yong-Man Rhee
C-2 Doo-Hee Lee
C-3 Hun Lee
C-4 John Ji Whan Park
C-5 Young-Soo Park |

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C-6 Hee-Yul Chai

D. Appointment of candidates for the members of the Audit Committee

D-1 Yong-Man Rhee

D-2 Doo-Hee Lee

D-3 Hun Lee

D-4 Young-Soo Park

E. Approval of directors compensation limit

Reference Document for the Exercise of Voting Rights

A. Approval of financial statements for the fiscal year 2012

Please refer to appendix A.

B. Approval of modifications to the Articles of Incorporation (the AOI)

[Note: unless otherwise noted, the modifications below reflect corresponding amendments to relevant sections of the Korean Commercial Code and/or the Model Articles of Incorporation for listed companies as published by the Korea Listed Companies Association.]

1. Article 2 of the AOI (Business Purpose)

- a. Article 2 will be amended to replace "The purposes of the Company are acquisition and possession of the stock or equity of companies engaging in the financial business or closely related to the conduct of financial businesses, and control or administration and management of subsidiaries, sub-subsidiaries and companies controlled by sub-subsidiaries (hereinafter referred to as the "Subsidiaries"), as well as the following activities which are ancillary to such purposes" with "The purposes of the Company are acquisition and possession of the stock or equity of companies engaging in the financial business or closely related to the conduct of financial businesses, and control or administration and management of Subsidiaries (as defined in Article 4, paragraph 1, subparagraph 2 of the Financial Holding Companies Act, and including subsidiaries, sub-subsidiaries and companies controlled by sub-subsidiaries), as well as the following activities which are ancillary to such purposes."

2. Article 8-2 of the AOI (Number and Description of Class Shares -1)

- a. Article 8-2, Paragraph 5 will be amended to replace "In the event where a resolution is adopted not to pay the prescribed dividend with respect to Class Shares, the Class Shares shall be deemed to have voting rights from the shareholders' meeting following the shareholders' meeting where such resolution is adopted, until the conclusion of the shareholders' meeting where a resolution for priority payment of dividend to Class shares is adopted." with "In the event where a resolution is adopted not to pay the prescribed dividend with respect to Class Shares, the Class Shares shall be deemed to have voting rights from the general meeting of shareholders following the general meeting of shareholders where such resolution is adopted, until the conclusion of the general meeting of shareholders where a resolution for priority payment of dividend to Class shares is adopted."

3. Article 11 of the AOI (Stock Option)

- a. Article 11, Paragraph 7 will be amended to replace "Any grantee of the stock option may exercise his/her stock option only after having served the Company for two (2) years or more from the date when the resolution of the General Meeting of Shareholders or Board of Directors provided in the foregoing paragraph 1 has been adopted; provided, however, that in case a grantee of the stock option dies, or retires or resigns due to the mandatory age limit or for any other reasons which are not attributable to such grantee within two (2) years from the date of the above mentioned resolution, the grantee may exercise the stock option within the exercise period." with "Any grantee of the stock option may exercise his/her stock option only after having served the Company for two (2) years or more from the date when the resolution of the General Meeting of Shareholders or Board of Directors provided in the foregoing paragraph 1 has been adopted; provided, however, that in case a grantee of the stock option dies, or retires or resigns for any reason which is not attributable to such grantee within two (2) years from the date of the above mentioned General Meeting of Shareholders' or Board of Directors' resolution, the grantee may exercise the stock option within the exercise period."

4. Article 16 of the AOI (Issuance of Bonds)

- a. A new Article 16, Paragraph 3 will be added to stipulate The Company may register credits in the electronic registration ledger of an electronic registration institution in lieu of issuing bond certificates for the bonds mentioned in Paragraph 1 above.

5. Article 32 of the AOI (Term of Directors)

- a. Article 32, Paragraph 1-2 will be amended to become Paragraph 2 and further to replace The term of office of a director who concurrently holds the position of representative director of a subsidiary shall coincide with the term of office as such representative director; provided, however, that this paragraph shall be applicable only where the term of office as representative director of the subsidiary expires prior to the term of office as a director of the Company. with The term of office of a director who concurrently holds the position of representative director of a subsidiary shall coincide with the term of office of such representative director in the event the term of office as representative director of the subsidiary expires prior to the term of office as a director of the Company.
- b. Article 32, Paragraph 2 will be amended to become Paragraph 3.
- c. Article 32, Paragraph 3 will be amended to become Paragraph 4 and further to replace Paragraphs 1, 1-2 and 2 with Paragraphs 1, 2, and 3.

6. Article 38 of the AOI (Chairman of the Board of Directors)

- a. Article 38 will be will be amended to replace The chairman of the Board of Directors shall be elected annually from among the directors by a resolution of the Board of Directors. In the event the elected chairman is not an outside director, a person representing the outside directors shall be separately elected. with The chairman of the Board of Directors (the Chairman) shall be elected annually from among the directors by a resolution of the Board of Directors. In the event the elected Chairman is not an outside director, a person representing the outside directors shall be separately elected.

7. Article 39 of the AOI (Convening of the Board of Directors)

- a. Article 39 will be amended to replace chairman with Chairman .

8. Article 43 of the AOI (Remuneration and Severance Pay of Directors)

- a. Article 43, Paragraph 2 will be amended to replace The severance pay of directors shall be paid in accordance with the Regulations on Payment of Severance Pay for Officers as adopted by the resolution at the General Meeting of Shareholders. with The severance pay of directors shall be paid in accordance with the Regulations on Severance Pay for Officers as adopted by the resolution at the General Meeting of Shareholders.

9. Article 46 of the AOI (Duties of Audit Committee)

- a. Article 46, Paragraph 6 will be amended to replace The Audit Committee may request a business report from a subsidiary if it deems such report necessary for performance of its duties. In the event the subsidiary fails to report without delay or it is necessary to confirm the contents of the report, the Audit Committee may inspect the affairs and financial status of the subsidiary. with The Audit Committee may

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request a report of business from a subsidiary if it deems such report necessary for performance of its duties. In the event the subsidiary fails to report without delay or it is necessary to confirm the contents of the report, the Audit Committee may inspect the affairs and financial status of the subsidiary.

- b. Article 46, Paragraph 6 will be amended to become Paragraph 7.

10. ADDENDA

- a. ADDENDA (March 22, 2002) will be amended to ADDENDUM 1
b. ADDENDA (March 31, 2003) will be amended to ADDENDUM 2
c. ADDENDA (March 30, 2004) will be amended to ADDENDUM 3
d. ADDENDA (May 18, 2004) will be amended to ADDENDUM 4
e. ADDENDA (March 28, 2008) will be amended to ADDENDUM 5
f. ADDENDA (March 27, 2009) will be amended to ADDENDUM 6
g. ADDENDA (March 26, 2010) will be amended to ADDENDUM 7
h. ADDENDA (March 30, 2012) will be amended to ADDENDUM 8
i. ADDENDA 9 will be added to stipulate These Articles of Incorporation shall become effective as of 22nd of March 2013.

[Note: amendments relating to corresponding amendments to the Korean Commercial Code shall become effective on the effective date of such amendments to the Korean Commercial Code.]

C. Appointment of non-standing directors

Name	Experience	Nominated by	Relationship with Majority Shareholder	Transactions with Company within the past three years	Term
Yong-Man Rhee (Date of Birth) (Aug. 29, 1933)	- Current Non-Standing Director, Woori Finance Holdings - Minister, Ministry of Finance	Non-standing Directors Nomination Committee	None	None	1 year
Doo-Hee Lee (Jun. 12, 1957)	- Current Professor of College of Business Administration, Korea University - President, Korea Advertising Society	Non-standing Directors Nomination Committee	None	None	1 year
Hun Lee (Dec. 8, 1961)	- Current Co-Head, The Lawyers for Citizens - Attorney, Barun Law	Non-standing Directors Nomination Committee	None	None	1 year
John (Feb. 29, 1968)	- Current Representative Director, Asia Evolution - Goldman Sachs	Non-standing Directors Nomination Committee	None	None	1 year
Young-Soo Park (Feb. 15, 1952)	- Current Representative Attorney, Law Firm SanHo - Chief Prosecutor, Seoul High Prosecutors Office	Non-standing Directors Nomination Committee	None	None	2 years
Hee-Yul Chai (Jan. 23, 1960)	- Current Professor of Economics, Kyonggi University - Dean of Academic Affairs, Kyonggi University	Non-standing Directors Nomination Committee	None	None	2 years

D. Appointment of candidates for the members of the Audit Committee

Name	Experience	Nominated by	Relationship with Majority Shareholder	Transactions with Company within the past three years	Term
Yong-Man Rhee (Date of Birth) (Aug. 29, 1333)	- Current) Non-Standing Director, Woori Finance Holdings - Minister, Ministry of Finance	Audit Committee Nomination	None	None	1 year
Doo-Hee Lee (Jun. 12, 1957)	- Current) Professor of College of Business Administration, Korea University - President, Korea Advertising Society	Audit Committee Nomination	None	None	1 year
Hun Lee (Dec. 8, 1961)	- Current) Co-Head, The Lawyers for Citizens - Attorney, Barun Law	Audit Committee Nomination	None	None	1 year
Young-Soo Park (Feb. 15, 1952)	- Current) Representative Attorney, Law Firm SanHo - Chief Prosecutor, Seoul High Prosecutors Office	Audit Committee Nomination	None	None	2 years

E. Approval of directors compensation limit

Item	2012	2013
Compensation Limit	4 billion won	4 billion won

Appendix A. Financial Statements for FY2012**WOORI FINANCE HOLDINGS CO., LTD.****SEPARATE STATEMENTS OF FINANCIAL POSITION****AS OF DECEMBER 31, 2012 AND DECEMBER 31, 2011**

	December 31, 2012	December 31, 2011
	(Korean Won in millions)	
ASSETS		
Cash and cash equivalents	236,400	33,538
Loans and receivables	209,199	239,215
Investments in subsidiaries and associates	17,976,325	17,825,203
Fixed assets	389	515
Intangible assets	33	29
Current tax assets	20,844	
Deferred tax assets	2,444	2,158
Other assets	970	2,347
Total assets	18,446,604	18,103,005
LIABILITIES		
Debentures	3,654,276	3,653,968
Retirement benefit obligation	137	
Current tax liability	165,588	201,361
Other financial liabilities	53,448	31,796
Other liabilities	1,479	1,659
Total liabilities	3,874,928	3,888,784
EQUITY		
Common stock	4,030,077	4,030,077
Hybrid securities	498,407	309,010
Capital surplus	109,026	109,026
Other equity	(14)	(14)
Retained earnings	9,934,180	9,766,122
Total equity	14,571,676	14,214,221
Total liabilities and equity	18,446,604	18,103,005

WOORI FINANCE HOLDINGS CO., LTD.

SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
	(Korean Won in millions, except for earning per share data)	
NET INTEREST INCOME (EXPENSE)		
Interest income	11,757	8,028
Interest expense	(184,136)	(222,337)
	(172,379)	(214,309)
NET FEE INCOME		
Fee income	62,582	65,698
Fee expense	(3,142)	(7,846)
	59,440	57,852
DIVIDEND INCOME	562,272	516,008
REVERSAL OF IMPAIRMENT LOSS ON CREDIT LOSS	(1)	1
ADMINISTRATIVE EXPENSES	(51,352)	(49,792)
OPERATING INCOME (LOSS)	397,980	309,760
NON-OPERATING INCOME (LOSS)	(1,368)	(6,310)
INCOME BEFORE INCOME TAX	396,612	303,450
INCOME TAX EXPENSE (INCOME)	(286)	(1,030)
NET INCOME	396,898	304,480
OTHER COMPREHENSIVE INCOME, NET OF TAX		
COMPREHENSIVE NET INCOME	396,898	304,480
EARNING PER SHARE		
Basic and diluted earnings per share	459	375

WOORI FINANCE HOLDINGS CO., LTD.

SEPARATE STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	Common stock	Hybrid securities	Capital surplus	Other equity	Retained earnings	Total
	(Korean Won in millions)					
January 1, 2011	4,030,077		109,025	(18)	9,665,087	13,804,171
Dividends					(201,503)	(201,503)
Dividends of hybrid securities					(1,942)	(1,942)
Net income					304,480	304,480
Issue of hybrid securities		309,010				309,010
Disposal of treasury stock			1	4		5
December 31, 2011						