

SK TELECOM CO LTD  
Form 6-K  
September 15, 2010

**Table of Contents**

**UNITED STATES  
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 SEPTEMBER 2010  
COMMISSION FILE NUMBER 333-04906**

**SK Telecom Co., Ltd.**  
*(Translation of registrant's name into English)*  
11, Euljiro2-ga, Jung-gu  
Seoul 100-999, 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):

*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

If Yes is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b): 82-

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**Table of Contents**

SEMI-ANNUAL REPORT

(From January 1, 2010 to June 30, 2010)

THIS IS A SUMMARY OF THE SEMI-ANNUAL BUSINESS REPORT ORIGINALLY PREPARED IN KOREAN AND IS IN SUCH FORM AS REQUIRED BY THE KOREAN FINANCIAL SERVICES COMMISSION.

IN THE TRANSLATION PROCESS, SOME PARTS OF THE REPORT WERE REFORMATTED, REARRANGED OR SUMMARIZED FOR THE CONVENIENCE OF READERS.

UNLESS EXPRESSLY STATED OTHERWISE, ALL INFORMATION CONTAINED HEREIN IS PRESENTED ON A NON-CONSOLIDATED BASIS IN ACCORDANCE WITH ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN KOREA, OR KOREAN GAAP, WHICH DIFFER IN CERTAIN RESPECTS FROM GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN CERTAIN OTHER COUNTRIES, INCLUDING THE UNITED STATES. WE HAVE MADE NO ATTEMPT TO IDENTIFY OR QUANTIFY THE IMPACT OF THESE DIFFERENCES.

**Table of Contents**

**Contents**

<u>I. Company Overview</u>	4
<u>II. Business</u>	13
<u>III. Financial Information</u>	23
<u>IV. Auditor's Opinion</u>	25
<u>V. Management Discussion and Analysis</u>	27
<u>VI. Corporate Organization including Board of Directors and Affiliated Companies</u>	27
<u>VII. Shareholders Information</u>	38
<u>VIII. Employees</u>	42
<u>IX. Transactions with Parties Having Interests</u>	43
<u>X. Other Information Relating to the Protection of Investors</u>	46
Attachment: Korean GAAP Non-consolidated Financial Statements	

**Table of Contents**

**I. COMPANY OVERVIEW**

**1. Company Overview**

A. Corporate Legal Business Name: SK Telecom Co., Ltd. (The Company )

B. Date of Incorporation: March 29, 1984

C. Location of Headquarters

(1) Address: 11 Euljiro 2-ga, Jung-gu, Seoul, Korea

(2) Phone: +82-2-6100-2114

(3) Website: <http://www.sktelecom.com>

D. Corporate Purpose of the Company

**Business Objectives**

1. Information and communication business
2. Handset sales and lease business
3. New media business
4. Advertisement business
5. Communication sales business
6. Real estate business(development, maintenance, leasing, etc.) and chattel leasing business
7. Research and technology development related to Clause 1 through 4
8. Overseas business and trading business related to Clause 1 through 4
9. Manufacturing and distribution business related to Clause 1 through 4
10. Tourism
11. Electronic financial business
12. Motion picture business (Production, Importation, Distribution, Screening)
13. Lifetime education and lifetime educational facilities management
14. Electric related construction business
15. Information and communication related work business
16. Ubiquitous city construction and service business
17. Any business or undertaking incidental or conducive to the attainment of the objects above

**Table of Contents**E. Credit Ratings  
(1) Corporate Bonds

<b>Credit rating date</b>	<b>Subject of rating</b>	<b>Credit rating</b>	<b>Credit rating entity (Credit rating range)</b>	<b>Rating classification</b>
May 29, 2007	Corporate bond	AAA	Korea Ratings	Regular rating
	Corporate bond	AAA	Korea Information Services, Inc.	Regular rating
June 14, 2007				
June 27, 2007	Corporate bond	AAA	Korea Investors Service, Inc.	Regular rating
November 5, 2007	Corporate bond	AAA	Korea Ratings	Current rating
	Corporate bond	AAA	Korea Information Services, Inc.	Current rating
November 5, 2007	Corporate bond	AAA	Korea Investors Service, Inc.	Current rating
February 20, 2008	Corporate bond	AAA	Korea Ratings	Current rating
February 21, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Current rating
	Corporate bond	AAA	Korea Information Services, Inc.	Current rating
February 21, 2008				
June 3, 2008	Corporate bond	AAA	Korea Ratings	Regular rating
June 17, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Regular rating
	Corporate bond	AAA	Korea Information Services, Inc.	Regular rating
June 30, 2008				
October 20, 2008	Corporate bond	AAA	Korea Ratings	Current rating
October 20, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Current rating
	Corporate bond	AAA	Korea Information Services, Inc.	Current rating
October 20, 2008				
January 13, 2009	Corporate bond	AAA	Korea Ratings	Current rating
January 13, 2009	Corporate bond	AAA	Korea Investors Service, Inc.	Current rating
	Corporate bond	AAA	Korea Information Services, Inc.	Current rating
January 13, 2009				
February 23, 2009	Corporate bond	AAA	Korea Ratings	Current rating
February 23, 2009	Corporate bond	AAA	Korea Investors Service, Inc.	Current rating
	Corporate bond	AAA	Korea Information Services, Inc.	Current rating
February 23, 2009				
	Corporate bond	AAA	Korea Information Services, Inc.	Regular rating
June 24, 2009				
June 26, 2009	Corporate bond	AAA	Korea Ratings	Regular rating
June 30, 2009	Corporate bond	AAA	Korea Investors Service, Inc.	Regular rating
June 22, 2010	Corporate bond	AAA	Korea Ratings	Regular rating
June 29, 2010	Corporate bond	AAA	Korea Investors Service, Inc.	Regular rating
June 29, 2010	Corporate bond	AAA	NICE Investors Service Co, Ltd.	Regular rating

\* Rating definition: AAA  
The certainty of principal and interest payment is at the highest level with extremely low

investment risk,  
and is stable in  
that there is no  
influence of any  
environmental  
change under  
reasonable  
expectation  
conditions.

**Table of Contents**

## (2) Commercial Paper ( CP )

<b>Credit rating date</b>	<b>Subject of rating</b>	<b>Credit rating</b>	<b>Credit rating entity (Credit rating range)</b>	<b>Rating classification</b>
May 29, 2007	CP	A1	Korea Ratings	Current rating
	CP	A1	Korea Information Services, Inc.	Current rating
June 14, 2007				
June 27, 2007	CP	A1	Korea Investors Service, Inc.	Current rating
November 5, 2007	CP	A1	Korea Ratings	Regular rating
	CP	A1	Korea Information Services, Inc.	Regular rating
November 5, 2007				
November 5, 2007	CP	A1	Korea Investors Service, Inc.	Regular rating
June 3, 2008	CP	A1	Korea Ratings	Current rating
	CP	A1	Korea Information Services, Inc.	Current rating
June 16, 2008				
June 17, 2008	CP	A1	Korea Investors Service, Inc.	Current rating
October 20, 2008	CP	A1	Korea Ratings	Regular rating
October 20, 2008	CP	A1	Korea Investors Service, Inc.	Regular rating
	CP	A1	Korea Information Services, Inc.	Regular rating
October 20, 2008				
	CP	A1	Korea Information Services, Inc.	Current rating
June 24, 2009				
June 26, 2009	CP	A1	Korea Ratings	Current rating
June 30, 2009	CP	A1	Korea Investors Service, Inc.	Current rating
December 15, 2009	CP	A1	Korea Ratings	Regular rating
December 30, 2009	CP	A1	Korea Investors Service, Inc.	Regular rating
	CP	A1	Korea Information Services, Inc.	Regular rating
December 30, 2009				
June 22, 2010	CP	A1	Korea Ratings	Current rating
June 29, 2010	CP	A1	Korea Investors Service, Inc.	Current rating
June 29, 2010	CP	A1	NICE Investors Service Co, Ltd.	Current rating

\* Rating definition: A1 Timely repayment capability is at the highest level with extremely low investment risk, and is stable in that there is no influence of any environmental change under reasonable expectation conditions.





**Table of Contents**

## (3) International Credit Ratings

<b>Date of credit rating</b>	<b>Subject of rating</b>	<b>Credit rating of securities</b>	<b>Credit rating company (Credit rating range)</b>	<b>Rating type</b>
July 9, 2007	Global Bonds	A	Fitch (England)	Current rating
July 9, 2007	Global Bonds	A2	Moody s (U.S.A.)	Current rating
July 9, 2007	Global Bonds	A	S&P (U.S.A.)	Current rating
April 7, 2009	Offshore Convertible Bonds	A	Fitch (England)	Current rating
April 7, 2009	Offshore Convertible Bonds	A2	Moody s (U.S.A.)	Current rating
April 7, 2009	Offshore Convertible Bonds	A	S&P (U.S.A.)	Current rating

**2. Company History**

## A. Location of Headquarters

- 22 Dohwa-dong, Mapo-gu, Seoul (July 11, 1988)
- 16-49 Hangang-ro 3-ga, Yongsan-gu, Seoul (November 19, 1991)
- 267 Namdaemun-ro 5-ga, Jung-gu, Seoul (June 14, 1995)
- 99 Seorin-dong, Jongro-gu, Seoul (December 20, 1999)
- 11 Euljiro 2-ga, Jung-gu, Seoul (December 13, 2004)

## B. Significant Changes in Management

At the 26th General Shareholders Meeting held on March 12, 2010, Cho, Ki Haeng was elected as an inside director, Chung, Jay Young was elected as a member of the audit committee and Shim, Dal Sup was re-elected as an independent director while Sung Min Ha resigned from the Board on March 12.

## C. Other Important Matters related to Management Activities

## (1) Interim Dividends

In accordance with the resolution of the Board of Directors on July 22, 2010, the Company decided to distribute interim dividends.

- Amount of interim dividends: Cash dividends of 1,000 Won per share (Total amount of interim dividend: 72,344,999 thousand Won)

**Table of Contents**

- Market dividend rate: 0.61%
- Record date: June 30, 2010
- Dividend payment date: Within 20 days from the date of the resolution of the Board of Directors.

**(2) Acquisition of Treasury Stock**

In accordance with the resolution of the Board of Directors on July 22, 2010, the Company decided to buy back the shares of the Company (estimated total purchase price: 201,875,000 thousand Won, estimated purchase price per share: 161,500 Won) for the purpose of stabilizing stock price and enhancing shareholder value. The Company will acquire its shares from July 23, 2010 through October 22, 2010 and actual purchase price may be changed subject to the fluctuation of stock price in the future.

**3. Total Number of Shares****A. Total number of shares**

(As of June 30, 2010)	Share type	(Unit: shares)	
Classification	Common shares	Total	Remarks
<b>I. Total number of authorized shares</b>	220,000,000	220,000,000	
<b>II. Total number of shares issued to date</b>	89,278,946	89,278,946	
<b>III. Total number of shares retired to date</b>	8,533,235	8,533,235	
a. reduction of capital			
b. retirement with profit	8,533,235	8,533,235	
c. redemption of redeemable shares			
d. others			
<b>IV. Total number of shares (II-III)</b>	80,745,711	80,745,711	
<b>V. Number of treasury shares</b>	8,400,712	8,400,712	
<b>VI. Number of shares outstanding (IV-V)</b>	72,344,999	72,344,999	

On July 22, 2010, the Company publicly disclosed its decision to acquire shares of treasury stock. The Company plans to acquire 1,250,000 shares of its common stock on KRX from July 23, 2010 through October 22, 2010. As of August 15, 2010, the Company accumulatively acquired 338,000 shares of its common stock.

**Table of Contents**

## B. Treasury Stock

## (1) Acquisitions and Dispositions of Treasury Stocks

(As of June 30, 2010)

(Unit:  
Shares)

Acquisition methods	Type of shares	At the beginning of	Changes			At the end of	Remarks
		period	Acquired (+)	Disposed (-)	Retired (-)	period	
<b>Direct acquisition</b>	pursuant to Article 165-2 of the Financial Investment Services and Capital Markets Act of Korea ( FSCMA )	Common shares	4,436,028				4,436,028
	based on reasons other than those stipulated in Article 165-2 of the FSCMA	Common shares	77,974				77,974
<b>Sub-total</b>		Preferred shares					
		Common shares	4,514,002*				4,514,002*
<b>Indirect acquisition through trust and other agreements</b>		Preferred shares					
		Common shares	3,886,710				3,886,710
<b>Total</b>		Preferred shares					
		Common shares	8,400,712				8,400,712
		Preferred shares					

\* Among 4,514,002 shares directly acquired by the Company, 1,999,997 shares were deposited with

the Korea  
Securities  
Depository as of  
March 31, 2010  
for issuance  
upon conversion  
of the overseas  
convertible  
bonds.

On July 22, 2010, the Company publicly disclosed its decision to acquire shares of treasury stock. The Company plans to acquire 1,250,000 shares of its common stock on KRX from July 23, 2010 through October 22, 2010. As of August 15, 2010, the Company accumulatively acquired 338,000 shares of its common stock.

**Table of Contents**

## (2) Retirement of Treasury Stock

(Unit: in millions of Won, Shares)

Retired Date	Retirement Purpose	Type of Share	Quantity Retired (shares)	Monetary Amount Retired (in millions of Won)	Acquisition Period of Retired Shares	Remarks
January 9, 2009	Stabilization of Share Price	Common				
<b>Total</b>		Common Preferred				

## (3) Execution of Trust Agreements relating to Treasury Stocks, Etc.

Category Specified Money Trust	At Start of Period		Executed (+)		Cancelled (-)		(Amounts: in millions of Won) At End of Period		Remark
	Amount	No. of Transactions	Amount	No. of Transactions	Amount	No. of Transactions	Amount	No. of Transactions	
	982,000	4					982,000	4	1. Extension Date: Oct. 26, 2007
									2. Extension Date: October 29, 2007
									Extension Amount: Won 631,200
									Extension Amount: Won 350,800
<b>Trust Contracts with Asset Management Companies Acquisition Contracts with</b>									

**Investment  
Companies**

<b>Total</b>	982,000	4	10	982,000	4
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**Table of Contents****4. Status of Voting Rights**

(As of June 30, 2010)

(Unit: shares)

Classification	Number of shares	Remarks
<b>Total shares (A)</b>	80,745,711	
	Common share	
	Preferred share	
<b>Number of shares without voting rights (B)</b>	8,400,712	Treasury shares
	Common share	
	Preferred share	
<b>Shares with restricted voting rights under the Korean law (C)</b>		
<b>Shares with reestablished voting rights (D)</b>		
<b>The number of shares with exercisable voting rights (E = A - B - C + D)</b>	72,344,999	
	Common share	
	Preferred share	

**5. Dividends and Others**

## A. Dividends

- (1) Distribution of cash dividends was approved during the 23rd General Meeting of Shareholders held on March 9, 2007.
  - Distribution of cash dividends per share of Won 7,000 (exclusive of an interim dividend of Won 1,000) was approved.
- (2) Distribution of interim dividends of Won 1,000 was approved during the 283rd Board of Directors Meeting on July 27, 2007.
- (3) Distribution of cash dividends was approved during the 24th General Meeting of Shareholders held on March 14, 2008.
  - Distribution of cash dividends per share Won 8,400 (exclusive of an interim dividend of Won 1,000) was approved.
- (4) Distribution of interim dividends of Won 1,000 was approved during the 295th Board of Directors Meeting on July 18, 2008.
- (5) Distribution of cash dividends was approved during the 25th General Meeting of Shareholders held on March 13, 2009.
  - Distribution of cash dividends per share of Won 8,400 (exclusive of an interim dividend of Won 1,000) was approved.
- (6) Distribution of interim dividends of Won 1,000 was approved during the 305th Board of Directors Meeting on July 23, 2009.





**Table of Contents**

- (7) Distribution of cash dividends was approved during the 26th General Meeting of Shareholders held on March 12, 2010.
- Distribution of cash dividends per share of Won 8,400 (exclusive of an interim dividend of Won 1,000) was approved.
- (8) Distribution of interim dividends of Won 1,000 was approved during the 318th Board of Directors Meeting on July 22, 2010.

**B. Dividends for the Last 3 Fiscal Years**

(Unit: in millions of Won, except per share value)

<b>Classification</b>	<b>As of and for the six months ended June 30, 2010</b>	<b>As of and for the year ended December 31, 2009</b>	<b>As of and for the year ended December 31, 2008</b>
Par value per share (Won)	500	500	500
Net income	685,726	1,288,340	1,277,658
Net income per share (Won)	9,479	17,808	17,559
Total cash dividend	72,345	680,043	681,996
Total stock dividends			
Percentage of cash dividend to available income (%)	10.6	52.8	53.4
Cash dividend yield ratio (%)			
Common share	0.61	5.6	4.5
Preferred share			
Stock dividend yield ratio (%)			
Common share			
Preferred share			
Cash dividend per share (Won)			
Common share	1,000	9,400	9,400
Preferred share			
Stock dividend per share (share)			
Common share			
Preferred share			

\* Total cash dividend of Won 681,996 million for the year ended December 31, 2008 includes the total interim dividend amount of Won 72,793 million, and the cash

dividend  
amount per  
share of Won  
9,400 includes  
the interim cash  
dividend  
amount of Won  
1,000.

\* Total cash  
dividend of  
Won  
680,043 million  
for the year  
ended  
December 31,  
2009 includes  
the total interim  
dividend  
amount of Won  
72,345 million,  
and the cash  
dividend  
amount per  
share of Won  
9,400 includes  
the interim cash  
dividend  
amount of Won  
1,000.

**Table of Contents****II. BUSINESS****1. Business Overview****A. Industry Characteristics**

As of June 30, 2010, the number of domestic mobile phone subscribers reached 49.61 million and, with more than 100% penetration rate, the Korean mobile communication market can be considered to have reached its maturation stage. However, the penetration rate is expected to increase further due to increased use of mobile phones by corporate users resulting from the rapid growth of smart phone markets, as well as the increasing popularity of high-tech mobile devices based on wireless data services such as tablet PC.

The Korean mobile communications market continues to improve in the quality of services with the help of advances in network-related technology evidenced by the world's first commercialization of CDMA2000 1x, CDMA 1x EV-DO, and the development of highly advanced handsets, including various smart phones, that enable the provision of convergence services for multimedia contents, mobile commerce, telematics, satellite Digital Multimedia Broadcasting ( DMB ), digital home services, connected workforce services and other related services. In addition, through HSPA+ network to be commercialized within this year and the LTE network to be introduced from the next year, the industry productivity enhancement ( IPE ) business directly resulting in the enhancement of productivity, such as the corporate connected workforce business, is expected to grow rapidly.

**B. Growth Potential**

(Unit: 1,000 persons)

Classification		As of	As of December 31,			
		June 30, 2010	2009	2008	2007	2006
Number of subscribers	SK Telecom	25,146	24,270	23,032	21,968	20,271
	Others (KT, LGT)	24,462	23,675	22,575	21,529	19,926
	<b>Total</b>	49,609	47,944	45,607	43,497	40,197

(Source: Korea Communications Commission website)

**C. Domestic and Overseas Market Conditions**

The Korean mobile communication market includes the entire population of Korea with mobile communication service needs, and almost every Korean is considered a potential user. Although

**Table of Contents**

demand has primarily been in the domestic market, as the business territory expands to overseas market, the size of overseas sales is expected to grow in the near future. In addition, sales revenue related to data services is expected to increase due to the increasing popularity of smart phones and wireless Internet. Business-to-business segment that creates added values by adding additional solutions and applications is also growing. Seasonal and economic fluctuations have much less impact on the Korean mobile communication market compared to other industries. Historical market share of the Company:

Classification	As of	As of December 31,		
	June 30, 2010	2009	2008	2007
Mobile communication services	50.7	50.6	50.5	50.5

(Unit: %)

Comparative market share:

(As of June 30, 2010)

Classification	SK		
	Telecom	KT	LG Uplus
Market share	50.7	31.4	17.9

(Unit: %)

(Source: Korea Communications Commission website)

#### D. Business Overview and Competitive Strengths

The Company's revenue in the first half of 2010 amounted to Won 6,106.8 billion, an increase of Won 162.5 billion compared to the first half of 2009. This increase in revenue was meaningful since it was achieved despite a number of negative factors, including the charging of voice calls on a per-second basis from March 2010 and the reduction of sign-up fees by 28% from December 2009. Operating income in the first half of 2010 amounted to Won 1,062.5 billion, which was lower than the same period of 2009, due among others to the increase in marketing and depreciation expenses. In the first half of 2010, however, the Company achieved meaningful business performance such as securing 25 million subscribers in May 2010 for the first time. Net income in the first half of 2010 amounted to Won 685.7 billion, an increase of Won 57.3 billion from the same period of 2009.

In June 2010, the Company met the guideline set by the Korea Communications Commission that limits marketing expenses of mobile communication business operators to 22% of their revenue. The Company will comply with the guideline going forward, which will help stabilize the competition in the mobile service markets, while maintaining its competitive advantage based on fundamental

**Table of Contents**

strengths deriving from handsets, price plans, networks and contents. In addition, the Galaxy S handset introduced in the end of June 2010 has acquired over 500,000 subscribers in 33 days from its debut, due to the Company's marketing superiority, and broke all historical record of Korea handset sales, which reconfirmed the competitive edge of the Company in the field of smart phones. Wide penetration of smart phones has led to the vitalization of the Company's T-Store, which has grown rapidly in the numbers of subscribers, contents and downloads, enhancing the Company's competitiveness in the wireless data market.

As of June 30, 2010, the Company reached a subscriber number of approximately 25,150,000 and a 50.7% market share of the wireless market in Korea in terms of the number of subscribers. The Company plans to establish its leadership among users of smart phones by introducing various mobile platforms and streamlining the subscription process and pricing structures to enable subscribers to easily access their mobile content from multiple devices. The Company also plans to maintain its leadership in wireless Internet market by providing innovative user interface for content access and through investment in data networks, network sharing and support of the content production. In 2010, the Company intends to continue its efforts to seek growth in business-to-business markets, such as industry productivity enhancement ( IPE ) business in domestic and foreign markets. As IPE business creates added values by adding additional solutions and applications to the existing infrastructure, it is more cost effective compared to traditional business-to-business model. The Company's business-to-business sales in the first half of 2010 increased meaningfully from the same period of 2009.

The Company will also continue its efforts to become a global leader in information and communication technology. It plans to actively respond to secular changes such as the growing popularity of smart phones and wireless Internet, as well as gaining competitive strengths in the IPE business. In particular, the Company intends to pursue opportunities to grow the wireless broadband and IPE businesses in Korea and abroad. In case of overseas businesses, the Company will maintain its disciplined approach under its "Start Small Scale Fast" principle.

**2. Major Products & Services**

A. Updates on Major Products and Services

**Table of Contents**

(Unit: in millions of Won, %)

<b>Business fields</b>	<b>Sales type</b>	<b>Item</b>	<b>Specific Usage</b>	<b>Major trademarks</b>	<b>Sales amount (ratio)</b>
<b>Information and communication</b>	Services	Mobile	Mobile Phone	NATE, T store and others	5,917,684(96.9%)
		communication			
		Others		Others	189,134(3.1%)

**B. Price Fluctuation Trend of Major Products and Services**

Previously, based on the Company's Basic Plan for monthly subscription, the basic service fee was Won 13,000 per month and the usage fee was Won 20 per 10 seconds and based on the Company's Standard Plan, basic service fee was Won 12,000 per month and the usage fee was Won 18 per 10 seconds. As of June 30, 2010, based on the Company's Standard Plan, basic service fee is Won 12,000 per month and the usage fee is Won 1.8 per 1 second.

**3. Investment Status****A. Investment in Progress**

(Unit: in 100 millions of Won)

<b>Business field</b>	<b>Classification</b>	<b>Investment period</b>	<b>Subject of investment</b>	<b>Investment effect</b>	<b>Total investments</b>	<b>Amount already invested</b>	<b>Future investment</b>
Network/Common	Upgrade/New installation	2010	Network, systems and others	Capacity increase and quality improvement; systems improvement	To be determined	3,736	To be determined
<b>Total</b>					To be determined	3,736	To be determined

**Table of Contents**

## B. Future Investment Plan

(Unit: in 100 millions of Won)

Business field	Expected investment amount		Expected investment for each year			Investment effect
	Asset type	Amount	2010	2011	2012	
Network/Common	Network, systems and others	18,500	18,500	To be determined	To be determined	Upgrades to the existing services and provision of new services
<b>Total</b>		18,500	18,500	To be determined	To be determined	Upgrades to the existing services and provision of new services

## 4. Revenues

(Unit: in millions of Won)

Business field	Sales type	Item	First Half	2009	2008	
			2010			
Information and communication	Services	Mobile communication	Export			
			Domestic	5,917,684	11,820,202	11,492,832
		Subtotal	5,917,684	11,820,202	11,492,832	
		Others	Export	422	2,339	5,855
			Domestic	188,712	278,643	175,975
		Subtotal	189,134	280,982	181,830	
Total		Export	422	2,339	5,855	
		Domestic	6,106,396	12,098,845	11,668,807	
		Total	6,106,818	12,101,184	11,674,662	

## 5. Derivative Transactions

In order to hedge risks related to fluctuations in currency exchange rates and interest rates, the Company enters into currency swap contracts and interest rate swap contracts. The gain or loss generated from the derivatives contracts is recognized as the gains/losses for the current period or other comprehensive income/loss, in accordance with Korean GAAP. Fair value of the Company's derivatives is calculated using the Company's valuation models. In accordance with the derivatives contracts, the Company's estimated gain/loss on the date of expiration is zero.

## A. Currency Swap

(1) Purpose of Contracts: Hedging of risks related to fluctuations in currency exchange rates and interest rates



**Table of Contents**

(2) Contract Terms

- Currency swap contract applying cash flow risk hedge accounting

The Company has entered into a currency swap contract with three banks including Citibank in order to hedge the foreign currency risk of unguaranteed U.S. dollar denominated bonds (face amounts totaling US\$300,000,000) issued on April 1, 2004. As of June 30, 2010, in connection with the unsettled foreign currency swap contract to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 5,004,645,000 (excluding tax effect totaling Won 1,952,601,000 and foreign exchange translation loss arising from unguaranteed U.S. dollar denominated bonds totaling Won 18,347,695,000) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a currency and interest rate swap contract with Credit Agricole Corporate & Investment Bank to hedge the foreign currency risk and the interest rate risk of U.S. dollar denominated floating rate long-term borrowings with face amounts totaling US\$100,000,000 borrowed on October 10, 2006. As of June 30, 2010, in connection with this unsettled currency and interest rate swap contract, an accumulated loss on valuation of derivatives amounting to Won 5,019,112,000 (excluding tax effect totaling Won 973,790,000 and foreign exchange translation loss arising from U.S. dollar denominated long-term borrowings totaling Won 26,230 million) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a currency and interest rate swap contract with two banks including HSBC in order to hedge the foreign currency risk and the interest rate risk of unguaranteed Japanese yen dominated bonds (56-2) with face amounts totaling JPY 12,500,000,000 issued on November 13, 2007. As of June 30, 2010, in connection with this unsettled currency and interest rate swap contracts, an accumulated loss on valuation of derivatives amounting to Won 175,585,000 (excluding tax effect totaling Won 1,576,167,000 and foreign exchange translation loss arising from unguaranteed Japanese yen denominated bonds totaling Won 66,516,501,000) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a currency and interest rate swap contract with two banks including DBS in order to hedge the foreign currency risk and interest rate risk of U.S. dollar denominated floating rate bonds with face amounts totaling US\$150,000,000 issued on November 20, 2008. As of June 30, 2010, in connection with this unsettled currency and interest rate swap contract, an accumulated gain on valuation of derivatives amounting to Won 4,557,249,000 (excluding tax effect totaling Won 1,454,952,000 and foreign exchange translation gain arising from U.S. dollar

**Table of Contents**

denominated bonds totaling Won 35,560,853,000) was accounted for as accumulated other comprehensive gain. In addition, the Company has entered into a currency and interest rate swap contract with Mizuho Corporate Bank in order to hedge the foreign currency risk and the interest rate risk of unguaranteed Japanese yen dominated bonds (59-2) with face amounts totaling JPY 3,000,000,000 issued on January 22, 2009. As of June 30, 2010, in connection with this unsettled currency and interest rate swap contract, an accumulated gain on valuation of derivatives amounting to Won 1,912,486,000 (excluding tax effect totaling Won 539,419,000 and foreign exchange translation gain arising from unguaranteed Japanese yen denominated bonds totaling Won 5,195,228,000) was accounted for as accumulated other comprehensive gain.

In addition, the Company has entered into a currency and interest rate swap contract with The Bank of Tokyo-Mitsubishi in order to hedge the foreign currency risk and the interest rate risk of unguaranteed Japanese yen dominated bonds (60-2) with face amounts totaling JPY 5,000,000,000 issued on March 5, 2009. As of June 30, 2010, in connection with this unsettled currency and interest rate swap contract, an accumulated gain on valuation of derivatives amounting to Won 308,727,000 (excluding tax effect totaling Won 87,077,000 and foreign exchange translation gain arising from unguaranteed Japanese yen denominated bonds totaling Won 10,384,862,000) was accounted for as accumulated other comprehensive gain.

In addition, the Company has entered into a currency swap contract with six banks including Morgan Stanley to hedge the foreign currency risk of unguaranteed U.S. dollar denominated bonds (with face amounts totaling US\$400,000,000) issued on July 20, 2007, and has applied cash flow risk hedge accounting to this foreign currency swap contract starting from May 12, 2010. Accordingly, as of June 30, 2010, in connection with this unsettled foreign currency swap contract, an accumulated gain on valuation of currency swap of Won 10,830,444,000 that has accrued since May 12, 2010 (excluding tax effect totaling Won 3,054,740,000 and foreign exchange translation loss arising from unguaranteed U.S. dollar denominated bonds totaling Won 26,142,424,000) was accounted for as accumulated other comprehensive gain. Meanwhile, a loss on valuation of currency swap of Won 17,527,578,000 incurred prior to the date of applying cash flow risk hedge accounting in the first half of 2010 and a loss on valuation of currency swap of Won 64,533,708,000 for the first half of 2009, respectively, were charged to current operations.

**B. Interest Rate Swap**

(1) Purpose of Contracts: Hedging of risks related to fluctuations in interest rates

**Table of Contents**

(2) Contract Terms

- Interest rate swap contract to which the cash flow risk hedge accounting is applied:

The Company has entered into an interest rate swap contract with three banks including Nonghyup Bank in order to hedge the interest rate risk of long-term borrowings (totaling Won 500 billion) borrowed between July 28, 2008 and August 13, 2008. As of June 30, 2010, in connection with unsettled interest rate swap contract to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 10,575,915,000 (excluding tax effect totaling Won 2,982,950,000) was accounted for as accumulated other comprehensive loss.

- Interest rate swap contract to which the hedge accounting is not applied

The Company has entered into an interest rate swap contract with two banks including DBS in order to hedge the interest rate risk of floating rate foreign currency bonds with face amounts totaling US\$220,000,000 issued on April 29, 2009. In connection with this unsettled interest rate swap contract, losses on valuation of interest rate swap of Won 2,816,075,000 and Won 2,897,336,000 for the six months ended June 30, 2010 and June 30, 2009, respectively, were charged to current operations.

C. Currency Forward

(1) Purpose of Contracts: Hedging of risks related to fluctuations in currency exchange rates

(2) Contract Terms

- Currency forward contract to which the hedge accounting is not applied

The Company has entered into a currency forward contract with DBS in order to hedge the foreign currency risk of foreign currency account receivable totaling MYR 323,000,000 that the Company expected to collect on August 2, 2010. In connection with this unsettled currency forward contract, a loss on valuation of currency forward of Won 721,471,000 for the six months ended June 30, 2010 was charged to current operations.

**Table of Contents****6. Major Contracts**

<b>Category</b>	<b>Vendor</b>	<b>Start Date</b>	<b>Completion Date</b>	<b>Contract Title</b>	<b>Contract Amount (Won 100M)</b>
<b>Construction</b>	SK E&C	January 1, 2010	December 31, 2010	2010 Cell Site Facility Construction (Seoul Area)	694
	SK E&C	January 1, 2010	December 31, 2010	2010 RF Relay Facility Construction (Seoul Area)	420
	SK E&C	May 7, 2010	December 31, 2010	2010 N/W Facility Construction (Daegu SORO)	151
<b>Service</b>	SK C&C	January 1, 2010	December 31, 2010	2010 IT SM Contract	2,010
	TU Media, Ltd.	January 1, 2010	December 31, 2010	2010 Satellite DMB Collaboration Contract	916
	SK Marketing & Company	January 1, 2010	December 31, 2010	2010 Membership Collaboration Program	691
<b>Product/ Equipment</b>	SK Telesys	March 12, 2010	December 24, 2010	2010 1st Optical Relay Facility Investment	314
	SK Telesys	March 12, 2010	December 24, 2011	2010 1st RF Relay Facility Investment	297
	Samsung Electronics	May 31, 2010	September 20, 2010	2010 2nd Main Equipment W 5/6FA UHPA Samsung	222
			Subtotal		5,715

\*

Selected among  
contracts  
exceeding Won  
15 billion.

**7. R&D Investments**

(Unit: in millions of Won)

Category	For the six months ended June 30, 2010	For the year ended December 31, 2009	For the year ended December 31, 2008	Remarks
Raw material	12	55	89	
Labor	25,170	47,183	38,063	
Depreciation	69,102	134,201	138,512	
Commissioned service	28,121	69,750	85,837	
Others	19,028	39,593	34,540	
<b>Total R&amp;D costs</b>	<b>141,434</b>	<b>290,782</b>	<b>297,040</b>	
Accounting Sales and administrative expenses	140,471	288,997	293,443	
Development expenses (Intangible assets)	963	1,785	3,597	
<b>R&amp;D cost / sales amount ratio</b> (Total R&D costs / Current sales amount×100)	2.32%	2.40%	2.54%	

**Table of Contents**

**8. Other information relating to investment decisions**

**A. Trademark Policies**

The Company manages its corporate brand and other product brands such as T in a comprehensive way to protect and increase their value.

The Company's Brand Management Council in charge of overseeing its systematic corporate branding operates full time to execute decisions involving major brands and operates Brandnet, an intranet system to manage corporate brands which provides solutions including licensing of the brands and downloading of the Company logos.

**B. Business-related Intellectual Properties**

The Company owns intellectual property rights to the design of alphabet T. The rights are based on domestic trademark laws and the Company has proprietary and exclusive use of the trademark for 10 years and the rights are renewable. The designed alphabet T is registered in all business categories for trademarks (total of 45) and is being used as the primary brand of the Company.

Table of Contents**III. FINANCIAL INFORMATION****1. Summary Financial Information (Non-consolidated)**

(Unit: in millions of Won)

Classification / Fiscal Year	As of and for the six months ended	As of and for the year ended December 31,			
	June 30, 2010	2009	2008	2007	2006
<b>Current assets</b>	5,294,568	4,983,052	3,990,503	4,094,059	4,189,325
<b>Quick assets</b>	5,279,244	4,960,396	3,976,576	4,075,378	4,172,887
<b>Inventory</b>	15,324	22,656	13,927	18,681	16,438
<b>Non-current assets</b>	13,863,549	14,314,581	14,626,992	14,038,451	11,624,728
<b>Investments</b>	5,059,707	5,107,653	5,668,127	5,940,045	3,547,942
<b>Property and Equipment</b>	4,825,880	5,196,521	4,698,214	4,594,413	4,418,112
<b>Intangible assets</b>	2,491,155	2,665,936	2,941,592	3,174,942	3,405,158
<b>Other non-current assets</b>	1,486,807	1,344,471	1,319,059	329,051	253,516
<b>Total assets</b>	19,158,117	19,297,633	18,617,495	18,132,510	15,814,053
<b>Current liabilities</b>	3,807,231	3,294,633	3,412,490	2,484,548	2,985,620
<b>Non-current liabilities</b>	4,155,234	4,761,550	4,475,998	4,221,016	3,522,006
<b>Total liabilities</b>	7,962,466	8,056,183	7,888,488	6,705,564	6,507,626
<b>Capital</b>	44,639	44,639	44,639	44,639	44,639
<b>Capital surplus</b>	3,032,916	3,032,009	2,957,095	2,954,829	2,962,699
<b>Capital adjustment</b>	(-)2,709,256	(-)2,708,407	(-)2,147,530	(-)2,072,486	(-)2,019,568
<b>Other Cumulative Profit and Loss</b>	790,034	913,919	373,784	1,594,099	473,904
<b>Retained earnings</b>	10,037,318	9,959,290	9,501,018	8,905,865	7,844,753
<b>Total stockholders equity</b>	11,195,652	11,241,450	10,729,007	11,426,946	9,306,427
<b>Sales</b>	6,106,818	12,101,184	11,674,662	11,285,900	10,650,952
<b>Operating Income (or Loss)</b>	1,062,532	2,179,337	2,059,896	2,171,543	2,584,370
<b>Income (or Loss) from continuing operation</b>	685,726	1,288,340	1,277,658	1,642,451	1,446,598
<b>Current Period's Net Income (or Loss)</b>	685,726	1,288,340	1,277,658	1,642,451	1,446,598

(Unit: Won)

Classification / Fiscal Year	For the six months ended	For the year ended December 31,			
	June 30, 2010	2009	2008	2007	2006
<b>Earnings per share</b>	9,479	17,808	17,559	22,607	19,734
<b>Diluted earnings per share</b>	9,336	17,599	17,395	22,289	19,458





**Table of Contents****2. Summary Financial Information (Consolidated)**

(Unit: in millions of Won)

Classification / Fiscal Year	As of and for the year ended December 31,				
	2009	2008	2007	2006	2005
<b>Current assets</b>	6,370,631	5,422,447	4,813,072	4,663,962	4,598,580
<b>Quick assets</b>	6,250,741	5,387,473	4,766,020	4,644,184	4,590,796
<b>Inventory</b>	119,890	34,974	47,052	19,778	7,784
<b>Non-current assets</b>	16,835,625	17,051,224	14,235,863	11,576,006	10,106,193
<b>Investments</b>	3,059,902	4,025,429	5,446,711	3,236,783	1,989,934
<b>Property and Equipment</b>	8,165,879	7,437,689	4,969,353	4,507,335	4,663,369
<b>Intangible assets</b>	3,992,325	3,978,145	3,433,962	3,518,411	3,452,889
<b>Other non-current assets</b>	1,617,519	1,609,961	385,836	313,477	
<b>Total assets</b>	23,206,256	22,473,671	19,048,935	16,239,968	14,704,772
<b>Current liabilities</b>	4,894,936	4,628,821	3,016,874	3,208,416	2,863,373
<b>Non-current liabilities</b>	5,966,695	6,020,410	4,344,428	3,548,464	3,513,860
<b>Total liabilities</b>	10,861,631	10,649,231	7,361,302	6,756,880	6,377,233
<b>Capital</b>	44,639	44,639	44,639	44,639	44,639
<b>Capital surplus</b>	3,031,947	2,958,854	2,956,106	2,950,327	2,954,840
<b>Capital adjustment</b>	-2,746,885	(-)2,159,389	(-)2,072,723	(-)2,019,567	(-)2,048,515
<b>Other Cumulative Profit/Loss</b>	915,306	356,192	1,591,258	490,010	
<b>Retained earnings</b>	9,909,752	9,448,185	8,914,970	7,847,434	7,267,649
<b>Total stockholders equity</b>	12,344,625	11,824,440	19,048,935	9,483,088	8,327,540
<b>Sales</b>	14,555,465	13,995,924	11,863,357	11,027,977	10,721,820
<b>Operating Profit (or Loss)</b>	1,878,544	1,751,227	2,101,955	2,621,132	2,670,616
<b>Profit (or Loss) from continuing operation before tax</b>	1,400,498	1,260,366	2,285,765	2,021,578	2,561,567
<b>Current Period's Net Profit</b>	1,055,606	972,338	1,562,265	1,449,552	1,868,307
<b>Net income attributable to majority interests</b>	1,247,182	1,215,719	1,648,876	1,451,491	1,872,978
<b>Number of Consolidated Companies</b>	29	35	26	18	17

\* See the attached Korean GAAP Consolidated Financial Statements.

**Table of Contents****IV. AUDITOR'S OPINION****1. Auditor**

**Six months ended  
June 30, 2010**

Deloitte Anjin LLC

**Year ended December 31,**

**2009**

Deloitte Anjin LLC

**2008**

Deloitte Anjin LLC

**2. Audit Opinion**

**Term**

**Auditor's opinion**

**Issues noted**

**Six months ended June 30, 2010**

**Year ended December 31, 2009**

**Year ended December 31, 2008**

Unqualified

Unqualified

**3. Remuneration for Independent Auditors for the Past Three Fiscal Years****A. Audit Contracts**

(Unit: in thousands of Won)

<b>Term</b>	<b>Auditors</b>	<b>Contents</b>	<b>Fee</b>	<b>Total hours</b>
<b>Year ended December 31, 2010</b>	Deloitte Anjin LLC	Semi-annual review		
		Quarterly review		
		Non-consolidated financial statements audit	1,470,000	16,135
		Consolidated financial statements audit		
		IFRS-based financial statements review		
<b>Year ended December 31, 2009</b>	Deloitte Anjin LLC	Semi-annual review		
		Quarterly review		
		Non-consolidated financial statements audit	1,308,356	13,982
		Consolidated financial statements audit		
<b>Year ended December 31, 2008</b>	Deloitte Anjin LLC	Semi-annual review		
		Quarterly review		
		Non-consolidated financial statements audit	1,310,097	13,346
		Consolidated financial statements audit		

**Table of Contents**

## B. Non-Audit Services Contract with External Auditors

(Unit: in thousands of Won)

<b>Term</b>	<b>Contract date</b>	<b>Service provided</b>	<b>Service duration</b>	<b>Fee</b>	
<b>Year ended December 31, 2009</b>			30		
			days	40,000	
		May 13, 2009	Tax consulting	10	
				days	10,000
		May 22, 2009	Tax consulting	20	
				days	34,000
		May 22, 2009	Tax adjustment for fiscal year 2008	10	
			Review of deferred corporate income tax for 1Q and 2Q	days	14,000
		May 22, 2009		5 days	7,000
		September 14, 2009	Review of quarterly tax adjustments	20	
			days	20,000	
	September 14, 2009	Tax consulting	5 days	7,000	
	December 28, 2009	Review of quarterly tax adjustments	10		
			days	12,000	
	December 28, 2009	Tax consulting	60		
<b>Year ended December 31, 2008</b>			days	48,000	
		November 20, 2007	Set up services for agency tax manual	10	
				days	33,000
		March 3, 2008	Tax adjustment for fiscal year 2007	5 days	7,500
		May 15, 2008	Tax consulting	4 days	6,000
			Foreign tax consulting re indirect taxes	10	
		June 24, 2008		days	9,400
		August 13, 2008	Tax consulting	4 days	5,000
		November 1, 2008	Tax consulting	10	
				days	10,800
		November 19, 2008	Tax consulting	10	
			Review of deferred corporate income tax for 1Q and 2Q	days	18,000
		November 19, 2008		3 days	6,000
	December 24, 2008	Review of deferred corporate income tax for 3Q	3 days	6,000	
	December 24, 2008	Tax consulting	3 days	3,600	
	December 24, 2008	Tax consulting	3 days	3,000	
<b>Year ended December 31, 2007</b>			10		
		March 30, 2007	Tax adjustment for fiscal year 2006	days	30,000
		September 28, 2007	Tax consulting for denial of deductions for corporate income tax	1 day	2,000

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September 28, 2007	Review of deferred corporate income tax for 1Q and 2Q	6 days	10,000
September 28, 2007	Tax consulting	5 days	9,000
December 31, 2007	Review of deferred corporate income tax for 3Q	2 days	5,000
December 31, 2007	Tax consulting	3 days	3,000

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26

**Table of Contents****V. MANAGEMENT DISCUSSION AND ANALYSIS**

Not required in quarterly and half year reports under the Korean disclosure rules.

**VI. CORPORATE ORGANIZATION INCLUDING BOARD OF DIRECTORS AND AFFILIATED COMPANIES****1. Board of Directors****A. Overview of Board of Directors Composition**

The Company's Board of Directors is comprised of eight members: five independent directors and three inside directors. Within the Board, there are five Committees: Independent Director Nomination Committee, Audit Committee, Compensation Committee, CapEx Review Committee, and Corporate Citizenship Committee.

**B. (1) Significant Activities of the Board of Directors**

<b>Meeting</b>	<b>Date</b>	<b>Agenda</b>	<b>Approval</b>
<b>312<sup>nd</sup> (the first meeting of 2010)</b>	January 27, 2010	- Financial Statements as of and for the year ended December 31, 2009.	Approved as proposed
		- Annual Business Report as of and for the year ended December 31, 2009	Approved as proposed
		- Report for Internal Accounting Management System	
		- Report for Subsequent Events following 4Q 2009	
<b>313<sup>rd</sup> (the second meeting of 2010)</b>	February 11, 2010	- Convocation of the 26 <sup>th</sup> Annual General Meeting of Shareholders	Approved as proposed
		- Result of Internal Accounting Management System Evaluation	
<b>314<sup>th</sup> (the third meeting of 2010)</b>	March 12, 2010	- Appointment of Committee Members	Approved as proposed
		- Fund Management Transaction with Affiliated Financial Company (SK Securities)	Approved as proposed
		- Establishment of SPC and Limited Partnership Agreement between SPC and Offshore Private Equity Fund	Approved as proposed

**Table of Contents**

<b>Meeting</b>	<b>Date</b>	<b>Agenda</b>	<b>Approval</b>
<b>315<sup>th</sup> (the fourth meeting of 2010)</b>	April 26, 2010	<ul style="list-style-type: none"> <li>- Establishment of SKT Customer Contact Channel Subsidiary</li> <li>- Establishment of SKT Cell Site Maintenance Subsidiary</li> <li>- Business Plan for Joint Venture with Disney</li> <li>- Acquisition of Additional WCDMA Frequency</li> <li>- Extension of KIF (Korea IT Fund) Maturity</li> <li>- Partial Disposition of Shares of IHQ, Inc.</li> <li>- Report for Subsequent Events following 1Q 2010</li> </ul>	<p>Approved as proposed</p> <p>Approved as proposed</p> <p>Approved as proposed</p> <p>Approved as proposed</p> <p>Approved as proposed</p> <p>Approved as proposed</p>
<b>316<sup>th</sup> (the fifth meeting of 2010)</b>	May 26, 2010	<ul style="list-style-type: none"> <li>- Investment in Packet One Networks</li> <li>- Investment in Harbinger Global Wireless (HGW)</li> </ul>	<p>Approved as proposed</p> <p>Approved as proposed</p>
<b>317<sup>th</sup> (the sixth meeting of 2010)</b>	June 24, 2010	<ul style="list-style-type: none"> <li>- Fund Management Transaction with Affiliated Financial Company (SK Securities)</li> <li>- Additional investment in network equipment in 2010</li> </ul>	<p>Approved as proposed</p> <p>Approved as proposed</p>
<b>318<sup>th</sup> (the seventh meeting of 2010)</b>	July 22, 2010	<ul style="list-style-type: none"> <li>- Proposal for Interim Dividend</li> <li>- Proposal for acquisition of treasury stock</li> <li>- Financial performance during 1H 2010</li> <li>- Report for Subsequent Events following 2Q 2010</li> <li>- Performance review of compliance program for 1H 2010 and planning for 2H 2010</li> </ul>	<p>Approved as proposed</p> <p>Approved as proposed</p>

\* The line items that do not show approval are for reporting purpose only.

(2) Independent Directors Activities at the Board of Directors Meetings

<b>Meetings</b>	<b>Dates</b>	<b>Independent Directors Attended</b>	<b>Description</b>
<b>The first meeting of 2010</b>	January 27, 2010	5 / 5	
<b>The second meeting of 2010</b>	February 11, 2010	5 / 5	
<b>The third meeting of 2010</b>	March 12, 2010	5 / 5	
<b>The fourth meeting of 2010</b>	April 26, 2010	5 / 5	
<b>The fifth meeting of 2010</b>	May 26, 2010	4 / 5	
<b>The sixth meeting of 2010</b>	June 24, 2010	5 / 5	
<b>The seventh meeting of 2010</b>	July 22, 2010	5 / 5	



**Table of Contents**

## C. Committees within Board of Directors

## (1) Committee Structure

## a) Independent Director Nomination Committee

(As of August 16, 2010)

<b>Number of Persons</b>	<b>Inside Directors</b>	<b>Members Independent Directors</b>	<b>Remarks</b>
4	Man Won Jung, Ki Haeng Cho	Rak Yong Uhm, Jae Ho Cho	

\* The Independent Director Nomination Committee is a committee established under the provisions of the Articles of Incorporation and Korean Commercial Code.

## b) Audit Committee

(As of August 16, 2010)

<b>Number of Persons</b>	<b>Inside Directors</b>	<b>Members Independent Directors</b>	<b>Remarks</b>
4		Dal Sup Shim, Hyun Chin Lim, Jay Young Chung, Jae Ho Cho	

\* The Audit Committee is a committee established under the provisions of the Articles of Incorporation and Korean Commercial Code.

## c) Compensation Review Committee

(As of August 16, 2010)

<b>Number of Persons</b>	<b>Inside Directors</b>	<b>Members Independent Directors</b>	<b>Remarks</b>
5		Dal Sup Shim, Rak Yong Uhm, Hyun Chin Lim, Jay Young Chung, Jae Ho Cho	



\* The Compensation Review Committee is a committee established by the resolution of the Board of Directors.

d) Capex Review Committee  
(As of August 16, 2010)

Number of Persons	Inside Directors	Members		Remarks
			Independent Directors	
4	Ki Haeng Cho	Dal Sup Shim, Rak Yong Uhm, Jay Young Chung		

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**Table of Contents**

\* The Capex Review Committee is a committee established by the resolution of the Board of Directors.  
 e) Corporate Citizenship Committee  
 (As of August 16, 2010)

<b>Number of Persons</b>	<b>Inside Directors</b>	<b>Members</b>	<b>Remarks</b>
4	Ki Haeng Cho	<b>Independent Directors</b> Rak Yong Uhm, Hyun Chin Lim, Jay Young Chung	

\* The Corporate Citizenship Committee is a committee established by the resolution of the Board of Directors.  
 (2) Activities of the Committees of the Board of Directors (As of August 16, 2010)

<b>Committee Name</b>	<b>Date of Activity</b>	<b>Agenda</b>	<b>Approval</b>	<b>Independent Directors</b>	
				<b>Rak Yong Uhm</b> (Attendance: 100%)	<b>Jae Ho Cho</b> (Attendance: 100%)
Independent Director Nomination Committee	February 11, 2010	26th General Meeting of Shareholders: Proposal to nominate an Independent Director Dal Sup Shim	Approved as Proposed	For	For
	April 26, 2010	Election of Chairman of Committee Man Won Jung	Approved as Proposed	For	For

**Independent Directors**  
**Dal Sup      Rak Yong      Jay Yung**

<b>Committee Name</b>	<b>Date of Activity</b>	<b>Agenda</b>	<b>Approval</b>	<b>Shim (Attendance: 100%)</b>	<b>Uhm (Attendance: 100%) Vote</b>	<b>Chung (Attendance: 100%)</b>
CapEx Committee	February 10, 2010	Business plan and pending agenda for major investment				
	March 11, 2010	Business plan and pending agenda for major investment				
	April 26, 2010	Election of Chairman of Committee Rak Yong Uhm	Approved as proposed	For	For	For

\* Agendas filled  
in with hyphens  
are for reporting  
purpose only

**Table of Contents**

<b>Committee Name</b>	<b>Date of Activity</b>	<b>Agenda</b>	<b>Approval</b>	<b>Independent Directors</b>				
				<b>Dal Sup Shim</b> (Attendance: 100%)	<b>Rak Yong Uhm</b> (Attendance: 100%)	<b>Hyun Chin Lim</b> (Attendance: 100%) <b>Vote</b>	<b>Jay Yung Chung</b> (Attendance: 100%)	<b>Jae Ho Cho</b> (Attendance: 100%)
Compensation Review Committee	April 26, 2010	Election of Chairman of Committee Hyun Chin Lim	Approved as proposed	For	For	For	For	For
	July 21, 2010	Committee administration						

<b>Committee Name</b>	<b>Date of Activity</b>	<b>Agenda</b>	<b>Approval</b>	<b>Independent Directors</b>		
				<b>Rak Yong Uhm</b> (Attendance: 100%)	<b>Hyun Chin Lim</b> (Attendance: 67%) <b>Vote</b>	<b>Jay Yung Chung</b> (Attendance: 100%)
Corporate Citizenship Committee	March 12, 2010	Environment Friendly Business Plan Result of Social Contribution Expenditures Result and Plan for Win-Win Business Strategy				
	April 23, 2010	Election of Chairman of Committee Jay Young Chung Status of Customer Protection 2010 Ethical Management Plan	Approved as proposed	For	Absence	For
	July 21, 2010	Preparation of Greenhouse Gas Inventory Operating System for Sustainability				

Index

\* Agendas filled  
in with hyphens  
are for reporting  
purpose only

31

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**Table of Contents****D. Directors Independence**

On February 11, 2010, in the notice of the annual General Meeting of Shareholders, background information on Cho, Ki Haeng, a candidate for inside director, and Shim, Dal Sup and Chung, Jay Young, candidates for independent directors, was publicly disclosed. There was no other nomination by shareholders. For the election of independent directors, the Company has established the Independent Director Nomination Committee, which is currently in operation. In the meeting of the Independent Director Nomination Committee held on February 11, 2010, the Committee nominated the independent director candidates.

- The Independent Director Nomination Committee. (As of August 16, 2010)

<b>Name</b>	<b>Independent Director</b>	<b>Remarks</b>
Man Won Jung	No	
Ki Haeng Cho	No	o During the 314 <sup>th</sup> meeting of the Board of the Directors held on March 12, 2010, the Independent Director Nomination Committee was established.
Rak Yong Uhm	Yes	o Director Sung Min Ha submitted his resignation on March 12, 2010.
Jae Ho Cho	Yes	o Director Ki Haeng Cho was elected on March 12, 2010.

**2. Audit System**

The Company's Audit Committee consists of four independent directors, Dal Sup Shim, Hyun Chin Lim, Jae Ho Cho and Jay Yung Chung.

Major activities of the Audit Committee are as follows.

<b>Meeting</b>	<b>Date</b>	<b>Agenda</b>	<b>Approval</b>	<b>Remarks</b>
The first meeting of 2010	January 26, 2010	o 2 <sup>nd</sup> half 2009 Management Audit Results o Evaluation of Internal Accounting Controls based on the Opinion of the Members of the Audit Committee o Reports on Internal Accounting Management System	Approved as proposed	
The second meeting of 2010	February 10, 2010	o Reports on 2009 Korean GAAP Audit o Report on Review of 2009 Internal Accounting Management System o Evaluation of Internal Accounting Management System Operation o Auditor's Report for Fiscal Year 2009	Approved as proposed Approved as proposed	
The third meeting of 2010	March 11, 2010	o 2Q 2010 Transactions with SK C&C Co., Ltd. o Construction of Mobile Phone Facilities for 2010 o Construction of Network Facilities o Purchase of Mobile Phone Relay Devices for 2010 o Resale of Fixed-line Telephone Services of SK Broadband	Approved as proposed Approved as proposed Approved as proposed Approved as proposed	

- o Plan for Fund Management  
Transaction with Affiliated Company  
(SK Securities)
- o 2010 Management Audit Plan

**Table of Contents**

<b>Meeting</b>	<b>Date</b>	<b>Agenda</b>	<b>Approval</b>	<b>Remarks</b>
The fourth		o Election of the Chairman of Audit Committee	Approved as proposed	
meeting of 2010	April 26, 2010	o Approval of Entire Auditor Services for 2010	Approved as proposed	
		o Audit Plan for 2010		
		o Auditor Fees for 2010	Approved as proposed	
The fifth		o Purchase of Mobile Phone Relay Devices for 2010	Approved as proposed	
meeting of 2010	May 26, 2010	o Construction of Mobile Phone Facilities for 2010	Approved as proposed	
		o Construction of Transmission Network Facilities for 2010	Approved as proposed	
		o Outsourcing Mobile NATE business	Approved as proposed	
The sixth		o 3Q 2010 Transactions with SK C&C Co., Ltd	Approved as proposed	
meeting of 2010	June 23, 2010	o Consulting Service regarding Customer Contact Channel	Approved as proposed	
		o Base Station Maintenance Service	Approved as proposed	
		o Fund Management Transaction with Affiliated Company (SK Securities)	Approved as proposed	
		o Reports on 2009 US GAAP Audit	Approved as proposed	
The seventh		o 1 <sup>st</sup> half 2010 Financial Results		
meeting of 2010	July 21, 2010	o Report on Review on the 1 <sup>st</sup> half of 2010 Korean GAAP		

\* The line items that do not show approval are for reporting purpose only.

**3. Shareholders Exercises of Voting Rights****A. Voting System and Exercise of Minority Shareholders Rights**

Pursuant to the Articles of Incorporation as shown below, the cumulative voting system was first introduced in the General Meeting of Shareholders in 2003.

Articles of Incorporation	Description
Article 32 (3) (Election of Directors)	Cumulative voting under Article 382-2 of the Korean Commercial Code will not be applied for the election of directors.



Article 4 of the 12<sup>th</sup> Supplement to the  
Articles of Incorporation (Interim  
Regulation)

Article 32 (3) of the Articles of Incorporation shall remain effective  
until the day immediately preceding the date of the general shareholders  
meeting of 2003.

Also, neither written or electronic voting system nor minority shareholder rights is applicable.

**Table of Contents**

**4. Affiliated Companies**

A. Capital Investments between Affiliated Companies

(As of July 1, 2010)

\* Based on common shares

Investing company	Invested companies										
	SK Corporation	SK Energy	SK Telecom	SK Networks	SK Chemicals	SKC	SK C&C	SK E&C	SK Shipping	SK E&S	SK Gas
SK Corporation		33.4%	23.2%	39.1%		42.5%		40.0%	89.8%	67.5%	45.5%
SK Energy											
SK Telecom							9.0%				
SK Networks											
SK Chemicals								18.0%			
SKC									10.2%		
SK C&C	31.8%									32.5%	
SK E&C											
SK E&S											
SK Gas											
SK Marketing & Company											
SK D&D											
SK Communications											
SK Broadband											
SK Lubricant											
SK Securities											
SK Petrochemical											
Entec											
<b>Total affiliated companies</b>	<b>31.8%</b>	<b>33.4%</b>	<b>23.2%</b>	<b>39.1%</b>	<b>0.0%</b>	<b>42.5%</b>	<b>9.0%</b>	<b>58.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>45.5%</b>

Investing company	Invested companies									
	SK Securities	SK Power	SK Marketing & Company	SK DOPCO	SK CCES	SK YN Energy	SK Daehan City Gas	SK Sci-tech	SK NJC	SK Telink
SK Corporation		100.0%								
SK Energy			50.0%	38.3%						
SK Telecom			50.0%							90.8%
SK Networks	22.7%			4.6%						
SK Chemicals								50.0%	60.0%	
SKC	7.7%									
SK C&C										
SK E&C										
SK E&S					100.0%	100.0%	47.6%			
SK Gas										
SK Marketing & Company										
SK D&D										
SK Communications										
SK Broadband										
SK Lubricant										

**SK Securities**  
**SK Petrochemical**  
**Entec**  
**Total affiliated**  
**companies**

30.4% 100.0% 100.0% 42.9% 100.0% 100.0% 47.6% 50.0% 60.0% 90.8%

---

34

**Table of Contents**

Investing company	Invested companies									
	Jeonnam City Gas	Gangwon City Gas	JBES	M & Service	Chungnam City Gas	SK Wyverns	Infosec	MRO Korea	SK Telesys network	Encar
SK Corporation										
SK Energy										87.5%
SK Telecom						100.0%				
SK Networks								51.0%		
SK Chemicals										
SKC									77.1%	
SK C&C							100.0%			
SK E&C										
SK E&S	100.0%	100.0%	100.0%		100.0%					
SK Gas										
SK Marketing & Company				100.0%						
SK D&D										
SK Communications										
SK Broadband										
SK Lubricant										
SK Securities										
SK Petrochemical										
Entec										
<b>Total affiliated companies</b>	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	51.0%	77.1%	87.5%

Investing company	Invested companies									
	Paxnet	TU Media	SK D&D	Natru	Entertain	Loen Independ	SK Petrochemical	SK Mobile Energy	SKC Media	IHQ
SK Corporation										
SK Energy				33.7%			100.0%	100.0%		
SK Telecom	59.7%	44.2%			63.5%					37.1%
SK Networks										
SK Chemicals										
SKC									100.0%	
SK C&C						67.8%				
SK E&C			45.0%							
SK E&S										
SK Gas										
SK Marketing & Company										
SK D&D										
SK Communications										
SK Broadband										
SK Lubricant										
SK Securities										
SK Petrochemical										

**Entec  
Total affiliated  
companies**

59.7% 44.2% 45.0% 33.7% 63.5% 67.8% 100.0% 100.0% 100.0% 37.1%

---

35

**Table of Contents**

Investing company	Invested companies										
	NTREEV	SK	SK	SK	I	SKC Air	SKN	Nuri	Commerce	SKC Solmics Co., Ltd.	
SK Corporation	Soft	I-M	Com	Communications	Lubricant	Platform	Gas	Service	Solution	Planet	RealVest
SK Energy					100.0%						
SK Telecom	63.7%		64.8%						100.0%		
SK Networks					66.7%		85.0%				
SK Chemicals											
SKC						80.0%					48.7%
SK C&C								46.3%			
SK E&C										100.0%	
SK E&S											
SK Gas											
SK Marketing & Company											
SK D&D											
SK Communications		100.0%									
SK Broadband											
SK Lubricant											
SK Securities											
SK Petrochemical											
Entec											
<b>Total affiliated companies</b>	<b>63.7%</b>	<b>100.0%</b>	<b>64.8%</b>	<b>100.0%</b>	<b>66.7%</b>	<b>80.0%</b>	<b>85.0%</b>	<b>46.3%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>48.7%</b>

Investing company	Invested companies									
	Sumray	SK	Broadband	Broadband	Broadband	UB	Energy	Pana	WS	Namwon Sarang Electric Power
SK Corporation	Corporation	Broadband	Media	D&M	CS	Care	Service	Blu Co., Ltd.	Commerce	Incyto
SK Energy										
SK Telecom		50.6%								
SK Networks									100.0%	
SK Chemicals						44.0%				
SKC	53.7%									100.0%
SK C&C										
SK E&C										
SK E&S							100.0%			
SK Gas								80.4%		
SK Marketing & Company										
SK D&D										100.0%

<b>SK Communications</b>											
<b>SK Broadband</b>		100.0%	100.0%	100.0%							
<b>SK Lubricant</b>											
<b>SK Securities</b>											
<b>SK Petrochemical</b>											
<b>Entec</b>											
<b>Total affiliated companies</b>	53.7%	50.6%	100.0%	100.0%	100.0%	44.0%	100.0%	80.4%	100.0%	100.0%	100.0%

**Invested companies**

	<b>Jeju</b>	<b>Daejeon</b>	<b>MKS</b>	<b>PS &amp;</b>	<b>SK</b>	<b>Green</b>	<b>SK</b>	<b>Gwangju</b>	<b>Korea</b>
	<b>United</b>	<b>Pure</b>	<b>Guarante</b>	<b>Zico</b>	<b>Marketing</b>	<b>Forest</b>	<b>Bio</b>	<b>Seentec</b>	<b>Sleep</b>
<b>Investing company</b>	<b>FC</b>	<b>Water</b>	<b>Water</b>	<b>Water</b>	<b>Water</b>	<b>Water</b>	<b>Water</b>	<b>Water</b>	<b>Network</b>
<b>SK Corporation</b>									
<b>SK Energy</b>	100.0%								
<b>SK Telecom</b>				100.0%					
<b>SK Networks</b>									
<b>SK Chemicals</b>							100.0%		43.2%
<b>SKC</b>									
<b>SK C&amp;C</b>									
<b>SK E&amp;C</b>		32.0%				100.0%			31.7%
<b>SK E&amp;S</b>									
<b>SK Gas</b>							69.0%		
<b>SK Marketing &amp; Company</b>									
<b>SK D&amp;D</b>			100.0%						

**Table of Contents**

	<b>Invested companies</b>									
	<b>Jeju</b>								<b>Korea</b>	
<b>Investing company</b>	<b>United</b>	<b>Daejeon</b>	<b>MKS</b>		<b>PS &amp;</b>	<b>SK</b>	<b>Green</b>	<b>SK</b>	<b>Gwangju</b>	<b>Sleep</b>
	<b>FC</b>	<b>Pure</b>	<b>Guarantee</b>	<b>Zicos</b>	<b>Marketing</b>	<b>Forest</b>	<b>Bio</b>	<b>Seentec</b>	<b>Water</b>	<b>Network</b>
<b>SK Communications</b>										
<b>SK Broadband</b>										
<b>SK Lubricant</b>				100.0%						
<b>SK Securities</b>										
<b>SK Petrochemical</b>										10.7%
<b>Entec</b>										
<b>Total affiliated companies</b>	100.0%	32.0%	100.0%	100.0%	100.0%	100.0%	69.0%	100.0%	31.7%	53.9%

	<b>Invested companies</b>				
	<b>Television</b>				
<b>Investing company</b>	<b>Entec</b>	<b>Yeosu</b>		<b>Media</b>	
		<b>Expo</b>	<b>SKW</b>	<b>Korea</b>	
<b>SK Corporation</b>		<b>Environment</b>			
<b>SK Energy</b>					&