

LG.Philips LCD Co., Ltd.
Form 6-K
February 05, 2007

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 2007

LG.Philips LCD Co., Ltd.

(Translation of Registrant's name into English)

20 Yoido-dong, Youngdungpo-gu, Seoul 150-721, The Republic of 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

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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 X

I. Activities and Remuneration of Outside Directors, etc.

1. Attendance and Voting Record of Outside Directors, etc.

| | Date | Agenda | Name of Outside Directors and Non-Standing Director | | | | |
|---|----------------|---|---|-----------------|-----------|--------------|--------------|
| | | | Bongsung Oum | Bart van Halder | Ingoo Han | Doug J. Dunn | Dongwoo Chun |
| 1 | Jan. 12, 2006 | - Financial Statements of FY 2006 | For | For | For | Absent | For |
| | | - Investment of Clean room and Utility at P8 plant in Paju | For | For | For | Absent | For |
| | | - Cancellation of Stock Option | For | For | For | Absent | For |
| 2 | Feb. 8, 2006 | - Convening of Annual General Meeting | For | For | For | Absent | For |
| | | - Appointment of the Chairman of the Board | For | For | For | Absent | For |
| | | - Appointment of the Member of the Remuneration Committee | For | For | For | Absent | For |
| 3 | Apr. 7, 2006 | - Appointment of the Member of the Outside Director Nomination and Corporate Governance Committee | For | For | For | Absent | For |
| | | - Approval of Facilities Investment for Expansion of Production Capacity in Gumi | For | For | For | Absent | For |
| 4 | Jul. 11, 2006 | - Equipment Investment of Gen. 5.5 at P8 plant in Paju | For | For | For | For | For |
| 5 | Oct. 9, 2006 | - Strategic Alliance with Toshiba | For | For | For | For | For |
| 6 | Nov. 30, 2006~ | - Funding Plan of FY2007 | For | For | For | For | For |
| | Dec. 1, 2006 | - Remuneration Limit of Executive Officers | For | For | For | For | For |
| 7 | Nov. 30, 2006 | - Report : Pre-review of '06 Estimate and '07 Business Plan | | | | | |
| | | - Report : Audit Committee's Performances, etc. | | | | | |
| 8 | Dec. 18, 2006 | - Nomination of New JRD/CEO Candidate | For | For | For | For | For |

2. Activities of Outside Directors, etc. in Committees of the Board of Directors

| Committee | Member | Date | Activities Agenda | Remarks |
|------------------|----------------------|----------------|--|----------------|
| | Mr. Bongsung Oum, | Jan. 11, 2006~ | - Approval of '05 Q4 Financial Statements | For |
| Audit Committee | Mr. Bart van Halder, | Jan. 12, 2006 | - Internal Controller's Biannual Report | Report |
| | Mr. Ingoo Han | | - Approval of Non-Audit Services by External Auditor | For |
| | | | - Examination of Agenda and Documents for Annual General Meeting of Shareholders | For |
| | | | - Progress Status of External Audit and Readiness of SOA 404 | Report |
| | | Apr. 6, 2006 | - Approval of '06 Q1 Financial Statements | For |
| | | | - Annual Audit Plan of External Auditor | Report |
| | | | - Approval of Audit, Audit Related & Non-Audit Services by External Auditor | For |
| | | | - Internal Accounting Control System and Readiness of SOA 404 | Report |
| | | | - Internal Audit Report | Report |
| | | Jul. 10, 2006~ | - Approval of '06 Q2 Financial Statements | For |
| | | Jul. 11, 2006 | - Approval of Non-Audit Services by External Auditor | For |
| | | | - Review of Annual Audit Plan of External Auditor and Readiness of SOA 404 | Report |

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| | | |
|--------------|--|--------|
| | - Internal Accounting Controller's Report and Progress Status & Assessment Results regarding Internal Control System | Report |
| | - Internal Audit Report / Review of the Internal Audit Charter / Fairness of Transactions with Major Shareholders | Report |
| | - Status of ERM Project | Report |
| Oct. 9, 2006 | - Approval of '06 Q3 Financial Statements | For |
| | - Progress Status of Annual Audit Plan and Readiness of SOA 404 | Report |
| | - Approval of Audit Related & Non-Audit Services by External Auditor | For |
| | - Progress Status & Assessment Results regarding Internal Control System / Readiness of SOA 404 | Report |
| | - Amendment of the Internal Audit Charter | For |
| | - Internal Audit Report / Compliance Level with SOA & IIA's Standards | Report |

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| | | | | |
|------------------|---------------------|---------------|--|--------|
| | | Nov. 30, 2006 | - Report of Audit Committee Issues for the Board (Audit Committee's Performances in 2006, Audit Committee's Self-Assessment Results of 2006, Amendment of the Audit Committee Charter) | Report |
| | | | - Internal Control Compliance | Report |
| | | | - Internal Audit Report | Report |
| | | | - Pre-review of '06 Estimate and '07 Business Plan | |
| | | Jan. 11, 2006 | - '06 Remuneration Limit for Directors | For |
| | Mr. Ad Huijser, | | | |
| Remuneration | Mr. Hee Gook Lee, | | - '05 Executive Officer Incentive Plan | For |
| Committee | Mr. Doug J. Dunn, | | - Stock Option Cancellation | For |
| | | Nov. 30, 2006 | - '07 Remuneration Limit for Executive Officers | For |
| | Mr. Dongwoo Chun | | | For |
| Outside Director | Mr. Dongwoo Chun, | | - The Change of Reward Scheme | |
| | | Nov. 30, 2006 | - Approval on the nomination for Outside director | For |
| Nomination and | Mr. Rudy Provoost, | | re-appointment of Bart van Halder and Ingoo Han | |
| Corporate | Mr. Hee Gook Lee, | | | |
| Governance | Mr. Bart Van Halder | | | |

Committee

3. Remuneration of Outside Directors & Non-Standing Directors

(KRW Million)

| | Number of | Remuneration | Average Payment | | Remarks |
|--|-----------|--------------|-----------------|------------|---------|
| | Persons | Limit* | Results | per Person | |
| Non-Standing Director (Non-Outside Director) | 2 | | 57.6 | 28.8 | |
| Outside Director | 5 | 13,400 | 277.2 | 55.4 | |

* Remuneration limit for the total 9 directors, including standing directors

II. Accumulated Transaction Amount of LG.Philips LCD H.Q. with each of Major Shareholders or Their Affiliates, which was equivalent to 5% or more of 2005 Total Assets or Sales Revenue in 2006.

(KRW Billion)

| Transaction Type | Counterpart (Relationship) | Transaction Period | Transaction Amount | Ratio* |
|------------------|--|------------------------------|--------------------|--------|
| Sales, etc. | LG.Philips LCD America Inc. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 967 | 10.9% |
| Sales, etc. | LG.Philips LCD Germany GmbH (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 1,701 | 19.1% |
| Sales, etc. | LG.Philips LCD Japan Co., Ltd. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 1,146 | 12.9% |
| Sales, etc. | LG.Philips LCD Taiwan Co., Ltd. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 1,974 | 22.2% |
| Sales, etc. | LG.Philips LCD Hong Kong Co., Ltd. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 816 | 9.2% |
| Sales, etc. | LG.Philips LCD Shanghai Co., Ltd. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 1,034 | 11.6% |
| Sales, etc. | LG.Philips LCD Nanjing Co., Ltd. (Subsidiary) | Jan. 1, 2006 ~ Dec. 31, 2006 | 1,141 | 12.8% |
| Sales/Purchase | LG Electronics Inc. (Largest Shareholder) | Jan. 1, 2006 ~ Dec. 31, 2006 | 589 | 6.6% |
| Purchase, etc | LG Chem. Ltd. (Affiliate) | Jan. 1, 2006 ~ Dec. 31, 2006 | 582 | 6.5% |
| Purchase, etc | LG International Japan Co., Ltd. (Subsidiary of Affiliate) | Jan. 1, 2005 ~ Dec. 31, 2005 | 733 | 8.2% |

* Compared to 2005 non-consolidated Sales Revenue (KRW 8,890.2 Billion)

** The above transaction amount is to be reported in the audit report of FY 2006 and subject to change.

III. Reference Relating to the Business

1. Overview

A. Industry

(1) Industry characteristics and growth potential

- TFT-LCD technology is one of the most widely used technologies in the manufacture of flat panel displays and the demand for flat panel displays is growing rapidly. The flat panel display industry is characterized by high entry barriers due to rapidly evolving technology, capital-intensive characteristics, and the significant investments required to achieve economies of scale, among other factors. There is strong competition between a limited number of players within the industry and production capacity in the industry, including ours, is being increased.
- The demand for LCD panels for Notebook PCs & Monitors has been closely related to the IT industry cycle. The demand for LCD panels for TVs is growing with the start of HDTV broadcasting and as LCD TV is anticipated to play a key role in the digital display area. We expect competition between TFT-LCD and PDP technologies to intensify in the area of large flat TV products. In addition, LCD panel markets for applications, such as mobile phones, PDAs, medical applications and automobile navigation systems, among others, are growing steadily.
- The average selling prices of our display panels have declined in general and are expected to continually decline with time irrespective of industry-wide fluctuations as a result of, among other factors, technology advances and cost reductions.

(2) Cyclicalities of LCD industry

- The TFT-LCD business has high cyclicalities as well as being a capital intensive business. In spite of the increase in demand for products, this industry has experienced periodic volatility caused by imbalances between demand and supply due to capacity expansion within the industry.
- Intense competition and expectations of demand growth may lead panel manufacturers to invest in manufacturing capacity on similar schedules, resulting in a surge in capacity when production is ramped up at new fabrication facilities.
- During such surges in capacity growth, our customers can exert and have exerted strong downward pricing pressure, resulting in sharp declines in average selling prices and significant fluctuations in our gross margins. Conversely, demand surges and fluctuations in the supply chain can lead to price increases.

(3) Competitiveness

- Our ability to compete successfully also depends on factors both within and outside our control, including product price, performance and reliability, successful and timely investment and product development, success of our end-brand customers in marketing their brands and products, component and raw material supply costs, competing technology and general economic and industry conditions.
- Core competitiveness includes technology leadership, capability to design new products and premium products, timely investment in advanced fabs, cost leadership through application of large production lines, innovation of process and productivity, and collaborative customer relationships.
- Most importantly, cost leadership and stable and long-term relationships with customers are critical to secure profit even in a buyer's market.
- A substantial portion of our sales is attributable to a limited group of end-brand customers and their designated system integrators. The loss of these end-brand customers, as a result of customers entering into strategic supplier arrangements with our competitors or otherwise, would thus result in reduced sales.
- Developing new products and technologies that can be differentiated from those of our competitors is critical to the success of our business. We take active measures to protect our intellectual property internationally by obtaining patents and undertaking monitoring activities in our major markets. It is also necessary to recruit and retain the experienced key staffs and highly skilled line operators.

(4) Sourcing material

- Materials are sourced in-house (color filters) as well as from domestic and overseas vendors. However, the domestic portion has grown due to the active participation of domestic vendors.
- The shortage of raw materials may arise temporarily due to the rapid increase in demand for raw materials from capacity expansion in the TFT-LCD industry.
- We have purchased, and expect to purchase, a substantial portion of our equipment from a limited number of qualified foreign and local suppliers. From time to time, increased demand for new equipment may cause lead times to extend beyond those normally required by the equipment vendors.

(5) Others

- Most TFT-LCD panel makers are located in Asia.

a. Korea: LG.Philips LCD, Samsung Electronics (including Joint Venture between Samsung

Electronics and Sony Corporation), BOE-Hydis

b. Taiwan: AU Optronics, Chi Mei Optoelectronics, CPT, etc.

c. Japan: Sharp, Hitachi, etc.

d. China: SVA-NEC, BOE-OT, etc.

B. Company

(1) Company overview

- The commercial production of our TFT-LCD business began in September 1995 at P1, which was then the first fabrication facility of LG Electronics. At the end of 1998, LG Electronics and LG Semicon transferred their respective TFT-LCD related business to LG Soft Co., Ltd (currently LG.Philips LCD Co., Ltd.). LG.Philips LCD became a J/V between LG Electronics and Philips Electronics in September 1999.

In July 2004, we completed initial public offering and listed our common stock on the Korea Exchange and our ADSs on the New York Stock Exchange. We currently operate seven fabrication facilities located in Gumi and Paju, Korea and four module facilities located in Gumi & Paju, Korea and Nanjing, China.

- We became the first LCD maker in the world to commence commercial production at a 4th generation fab (P3) in July 2000 and at a 5th generation fab (P4) in March 2002, and we started mass production at our 6th generation fab (P6) in August 2004, which allows us to produce LCD panels for large TVs and monitors. Following mass production at our 7th generation fab (P7) in January 2006, we became a panel maker who operates both 6th and 7th generation lines, which we believe will make stepping-stone for growing LCD TV market.
- As demand for LCD TV continued to grow, our non-consolidated sales revenue in 2006 increased by 14.7% year-on-year to KRW 10,201 billion. Due to the difficult business environment like imbalance between supply and demand, a steeper-than-anticipated fall in average selling price of LCD panels, a drastic appreciation of KRW, continued high oil prices, etc., we incurred a non-consolidated operating loss of KRW 945 billion and a non-consolidated net loss of KRW 769 billion in 2006. Our consolidated sales revenue in 2006 increased by 5.4% year-on-year to KRW 10,624 billion. And we incurred a consolidated operating loss of KRW 879 billion and a consolidated net loss of KRW 769 billion in 2006.
- We reinforced our position as a leader in LCD technology with the world's largest 100-inch TFT-LCD panel and the development of a super-slim panel for mobile phones.
- Moreover, LPL made strategic alliances or long-term sales contracts with major global firms such as Kodak and Syntax-Brilliant of the United States and Japan's Toshiba among others to secure customers and expand partnerships for technology development.
- Business area of the company for disclosure is limited to LCD business.

(2) Financial Statements

- Korean GAAP Consolidated Financial Statements

a. Consolidated Income Statements

| (Based on Korean GAAP) | | | (KRW Million) |
|-----------------------------|--------------|-------------|---------------|
| Description | FY 2006 | FY 2005 | Remarks |
| 1. Sales | 10,624,200 | 10,075,580 | |
| 2. Cost of goods sold | (10,932,316) | (9,094,711) | |
| 3. Gross income | (308,116) | 980,869 | |
| 4. SG&A | (570,922) | (511,172) | |
| 5. Income from operations | (879,038) | 469,697 | |
| 6. Non-operating income | 444,243 | 416,053 | |
| 7. Non-operating expenses | (586,681) | (517,055) | |
| 8. Income before income tax | (1,021,476) | 368,695 | |
| 9. Income tax expense | 252,163 | 148,317 | |
| 10. Net income | (769,313) | 517,012 | |

b. Consolidated Balance Sheets

| (Based on Korean GAAP) | | | (KRW Million) |
|---|------------|------------|---------------|
| Description | FY 2006 | FY 2005 | Remarks |
| 1. Current assets | 3,154,627 | 3,846,068 | |
| 2. Fixed assets | 10,333,160 | 9,828,014 | |
| 1) Investment assets | 781,288 | 469,109 | |
| 2) Tangible assets | 9,428,046 | 9,199,599 | |
| 3) Intangible assets | 123,826 | 159,306 | |
| Total Assets | 13,487,787 | 13,674,082 | |
| 1. Current liabilities | 3,208,789 | 3,138,835 | |
| 2. Non-current liabilities | 3,389,322 | 2,859,650 | |
| Total Liabilities | 6,598,111 | 5,998,485 | |
| 1. Capital stock | 1,789,079 | 1,789,079 | |
| 2. Capital surplus | 2,275,172 | 2,279,250 | |
| 3. Retained earnings | 2,839,373 | 3,608,686 | |
| 4. Capital adjustment | (13,948) | (1,418) | |
| Total Shareholders Equity | 6,889,676 | 7,675,597 | |
| Total Liabilities and Total Shareholders Equity | 13,487,787 | 13,674,082 | |

- Korean GAAP Non-Consolidated Financial Statements

a. Non-Consolidated Income Statements

| (Based on Korean GAAP) | | | (KRW Million) |
|------------------------|--------------|-------------|---------------|
| Description | FY 2006 | FY 2005 | Remarks |
| 1. Sales | 10,200,660 | 8,890,155 | |
| 2. Cost of goods sold | (10,688,068) | (8,029,141) | |
| 3. Gross income | (487,408) | 861,014 | |
| 4. SG&A | (457,800) | (413,377) | |

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| | | |
|-----------------------------|-------------|-----------|
| 5. Income from operations | (945,208) | 447,637 |
| 6. Non-operating income | 370,831 | 306,063 |
| 7. Non-operating expenses | (449,992) | (386,419) |
| 8. Income before income tax | (1,024,369) | 367,281 |
| 9. Income tax expense | 255,056 | 149,731 |
| 10. Net income | (769,313) | 517,012 |

b. Non-Consolidated Balance Sheets

| (Based on Korean GAAP) | | (KRW Million) | |
|--|------------|---------------|---------|
| Description | FY 2006 | FY 2005 | Remarks |
| 1. Current assets | 2,731,656 | 3,196,934 | |
| 2. Fixed assets | 10,084,191 | 9,798,981 | |
| 1) Investment assets | 1,109,933 | 660,628 | |
| 2) Tangible assets | 8,860,076 | 8,988,459 | |
| 3) Intangible assets | 114,182 | 149,894 | |
| Total Assets | 12,815,847 | 12,995,915 | |
| 1. Current liabilities | 2,694,389 | 2,594,282 | |
| 2. Non-current liabilities | 3,231,782 | 2,726,036 | |
| Total Liabilities | 5,926,171 | 5,320,318 | |
| 1. Capital stock | 1,789,079 | 1,789,079 | |
| 2. Capital surplus | 2,275,172 | 2,279,250 | |
| 3. Retained earnings | 2,839,373 | 3,608,686 | |
| 4. Capital adjustment | (13,948) | (1,418) | |
| Total Shareholders' Equity | 6,889,676 | 7,675,597 | |
| Total Liabilities and Total Shareholders' Equity | 12,815,847 | 12,995,915 | |

(3) Market shares

- World wide market share of large-size TFT-LCD panels (≥ 10) based on revenue

| | from Q1 to Q3 in 2006 | 2005 |
|-----------------------|-----------------------|-------|
| Panel for Notebook PC | 15.8% | 22.5% |
| Panel for Monitor | 22.5% | 22.5% |
| Panel for TV | 23.9% | 23.9% |
| Total | 22.2% | 22.2% |

(Source: DisplaySearch Q4 2006)

(4) Market characteristics

- LCD is a key product for the display industry and the demands for LCD have been steadily rising.
- Due to the recent high growth in the display appliance market for the flat display format, the scale of the LCD market is growing at a rapid rate, resulting in expansion of the market centered mainly in America, Japan, Europe and China.
- The LCD market has experienced a high rate of growth based on IT related products. With expansion of the market for LCD televisions, we expect that the LCD market will continuously grow.

(5) New business etc.

- We have commenced building construction of P8 at our Paju display cluster in Korea in anticipation of growth in the TFT-LCD market.
- In September 2005, we entered into an agreement to build a back-end module production plant in Wroclaw, Poland, becoming the first global LCD industry player to commence such a production facility in Europe. We broke ground on the plant in June 2006 and expect to begin production during the first half of 2007.
- In October 2006, we formed a strategic alliance with Toshiba Corporation whereby Toshiba would take a 19.9% equity participation in our subsidiary, a LCD module plant, in Poland currently under construction in Wroclaw, Poland and LG.Philips LCD Poland Sp. z o.o. would supply Toshiba with a quantity of LCD TV panels produced at the plant in Poland.
- In May 2006, we entered into an investment agreement with the Guangzhou Development District Administrative Committee to construct a module production plant in Guangzhou, China, and in August 2006, we established LG.Philips LCD Guangzhou Co., Ltd. which plant is under construction.

(6) Organization chart

- JRD : Joint Representative Director

- CEO : Chief Executive Officer

- CFO : Chief Financial Officer

- CPO : Chief Production Officer

- CTO : Chief Technology Officer

2. Reference Relating to AGM

A. Matters Relating to the Annual General Meeting

- (1) Date and Time: 10:00 A.M., February 28, 2007 (Wednesday)

- (2) Venue : Auditorium of the A building, LG.Philips LCD Paju Display Cluster 1007, Deogeun-ri, Wollong-myeon, Paju-si, Gyeonggi-do, Korea

B. Agenda for Meeting

- (1) For reporting:
 - a. Audit Committee s Audit Report
 - b. Business Report
- (2) For approval:
 - a. Non-consolidated Balance Sheet, Non-consolidated Income Statement
& Non-consolidated Statement of Appropriations of Retained Earnings of Fiscal Year 2006
 - b. Amendment of the Articles of Incorporation
 - c. Appointment of Directors
 - d. Appointment of Audit Committee Members
 - e. Remuneration Limit for Directors in 2007

C. Details of Agenda for Approval

Agenda 1: Non-consolidated Balance Sheet, Non-consolidated Income Statement & Non-consolidated Statement of Appropriations of Retained Earnings of Fiscal Year 2006

- (1) Business Performance in FY 2006
- As demand for LCD TV continued to grow, our non-consolidated sales revenue in 2006 increased by 14.7% year-on-year to KRW 10,201 billion. Due to the difficult business environment like imbalance between supply and demand, a steeper-than-anticipated fall in average selling price of LCD panels, a drastic appreciation of KRW, continued high oil prices, etc., we incurred a non-consolidated operating loss of KRW 945 billion and a non-consolidated net loss of KRW 769 billion in 2006.

(2) Financial Statements
a. Non-consolidated Balance Sheets

(Based on Korean GAAP)

(KRW Million)

| Description | FY 2006 | FY 2005 | Remarks |
|---|------------|------------|---------|
| 1. Current assets | 2,731,656 | 3,196,934 | |
| 2. Fixed assets | 10,084,191 | 9,798,981 | |
| 1) Investment assets | 1,109,933 | 660,628 | |
| 2) Tangible assets | 8,860,076 | 8,988,459 | |
| 3) Intangible assets | 114,182 | 149,894 | |
| Total Assets | 12,815,847 | 12,995,915 | |
| 1. Current liabilities | 2,694,389 | 2,594,282 | |
| 2. Non-current liabilities | 3,231,782 | 2,726,036 | |
| Total Liabilities | 5,926,171 | 5,320,318 | |
| 1. Capital stock | 1,789,079 | 1,789,079 | |
| 2. Capital surplus | 2,275,172 | 2,279,250 | |
| 3. Retained earnings | 2,839,373 | 3,608,686 | |
| 4. Capital adjustment | (13,948) | (1,418) | |
| Total Shareholders Equity | 6,889,676 | 7,675,597 | |
| Total Liabilities and Total Shareholders Equity | 12,815,847 | 12,995,915 | |

b. Non-Consolidated Income Statements

(Based on Korean GAAP)

(KRW Million)

| Description | FY 2006 | FY 2005 | Remarks |
|------------------------------|--------------|-------------|---------|
| 1. Sales | 10,200,660 | 8,890,155 | |
| 2. Cost of goods sold | (10,688,068) | (8,029,141) | |
| 3. Gross income | (487,408) | 861,014 | |
| 4. SG&A | (457,800) | (413,377) | |
| 5. Income from operations | (945,208) | 447,637 | |
| 6. Non-operating income | 370,831 | 306,063 | |
| 7. Non-operating expenses | (449,992) | (386,419) | |
| 8. Extraordinary gains | | | |
| 9. Extraordinary losses | | | |
| 10. Income before income tax | (1,024,369) | 367,281 | |
| 11. Income tax expense | 255,056 | 149,731 | |
| 12. Net income | (769,313) | 517,012 | |

c. Non-Consolidated Statements of Appropriations of Retained Earnings

(Based on Korean GAAP)

(KRW Million)

| Description | FY 2006 | FY 2005 | Remarks |
|--|-----------|-----------|---------|
| 1. Retained earnings before appropriations | 2,711,036 | 3,480,349 | |
| a. Unappropriated retained earnings carried over from prior years | 3,480,349 | 2,963,337 | |
| b. Net income | (769,313) | 517,012 | |
| 2. Appropriations of retained earnings | | | |
| - Dividend | | | |
| 3. Unappropriated retained earnings to be carried forward to subsequent year | 2,711,036 | 3,480,349 | |

Agenda 2: Amendment of the Articles of Incorporation

| Article | Current Provision | Proposed Provision | Purpose of Amendment of the Articles of Incorporation |
|---|--|---|---|
| Article 6 (Total Number of Authorized Shares) | The total number of shares authorized to be issued by the Company shall be <u>400,000,000</u> shares. | (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be <u>500,000,000</u> shares. | To increase total number of authorized shares |
| Article 10 (Preemptive Rights) | (3) Notwithstanding Paragraph (2) above, the Company may allocate new shares to persons other than existing shareholders of the Company by a resolution of the Board of Directors in any of the following cases, provided that the aggregate number of shares issued pursuant to items 1 through 7 below shall not exceed <u>10%</u> of the total number of issued and outstanding shares: | (Preemptive Rights) (3) Notwithstanding Paragraph (2) above, the Company may allocate new shares to persons other than existing shareholders of the Company by a resolution of the Board of Directors in any of the following cases, provided that the aggregate number of shares issued pursuant to items 1 through 7 below shall not exceed <u>20%</u> of the total number of issued and outstanding shares: | To enlarge the allocation limit to 3 rd party and scope of 3 rd party |
| Article 12 (Suspension of Alteration of Register of Shareholders and Record Date) | (3) 6. Where the Company issues new shares to <u>a domestic or overseas financial institution for an urgent need for funds.</u> | (3) 6. Where the Company issues new shares to <u>corporations, institutional investors or domestic or overseas financial institutions, etc. for the achievement of the company's operational objectives, such as improvement of financial structure, etc.,</u> | To shorten the closing period of registry of shareholders |
| Article 12 (Suspension of Alteration of Register of Shareholders and Record Date) | (1) The Company shall suspend entry of any alterations into its register of shareholders with respect to shareholders' rights from January 1 to <u>January 31</u> of each year. | (Suspension of Alteration of Register of Shareholders and Record Date) (1) The Company shall suspend entry of any alterations into its register of shareholders with respect to shareholders' rights from January 1 to <u>January 15</u> of each year. | To shorten the closing period of registry of shareholders |

**Article (Issuance of Convertible Bonds)
15-2**

(1) The Company may issue convertible bonds to persons other than its shareholders by a resolution of the Board of Directors in any of the following cases, to the extent that the aggregate par value amount of the convertible bonds (plus any previously issued and outstanding convertible bonds and bonds with warrants) does not exceed one (1) trillion Won:

(3) The classes of shares to be issued upon conversion shall be common shares for 600 billion Won of the convertible bonds, in face value, and preferred shares for 400 billion Won of the convertible bonds, in face value.

(Issuance of Convertible Bonds)

(1) The Company may issue convertible bonds to persons other than its shareholders by a resolution of the Board of Directors in any of the following cases, to the extent that the aggregate par value amount of the convertible bonds (plus any previously issued and outstanding convertible bonds) does not exceed one (1) trillion Won:

(3) The classes of shares to be issued upon conversion shall be common shares.

To separate each limit
for CB and BW and
to change the classes of
shares to be issued upon
conversion

**Article (Issuance of Bonds with Warrants)
15-3**

(1) The Company may issue bonds with warrant to persons other than its shareholders by a resolution of the Board of Directors in any of the following cases, to the extent that the aggregate par value amount of the bonds with warrant (plus any previously issued and outstanding convertible bonds and bonds with warrants) does not exceed one (1) trillion Won:

(Issuance of Bonds with Warrants)

(1) The Company may issue bonds with warrant to persons other than its shareholders by a resolution of the Board of Directors in any of the following cases, to the extent that the aggregate par value amount of the bonds with warrant (plus any previously issued and outstanding bonds with warrants) does not exceed one (1) trillion Won:

To separate each limit
for CB and BW and
to change the classes of
shares to be issued upon
exercise of warrant

(3) The classes of shares to be issued upon exercise of warrant shall be common shares for 600 billion Won of the bonds with warrants, in face value, and preferred shares for 400 billion Won of the bonds with warrants, in face value.

(3) The classes of shares to be issued upon exercise of warrant shall be common shares.

Article 17 (Convening of General Meetings of Shareholders)

(2) A General Meeting of Shareholders may be held at the head office of the Company or at any other place as designated by the Board of Directors.

(Convening of General Meetings of Shareholders)

(2) A General Meeting of Shareholders may be held at the head office of the Company, Paju plant or at any other place as designated by the Board of Directors.

To specify the venue for General Meeting of

shareholders

Agenda 3 : Appointment of Directors

a) Young Soo Kwon

Date of Birth: February 6, 1957

Candidate for Outside Director: None

Nominator: Board of Directors

Current Job: Director of LG Electronics Inc.

Major Career: - Master's Degree in Industrial Engineering, KAIST (1981)

- Executive Vice-President of LG Electronics Inc. (2002)

- CFO of LG Electronics Inc. (2003)

- CFO and President of LG Electronics Inc. (2006)

Business Transaction with LPL during the last 3 years: None

b) Bart van Halder

Date of Birth: August 17, 1947

Candidate for Outside Director: Yes

Nominator: Board of Directors

Current Job: Outside Director and Audit Committee Member of LG.Philips LCD Co., Ltd.

* To be reappointed as a Outside Director at the forthcoming AGM

Major Career: - Master's Degree in Business Econometrics, University of Tilburg

- Director of Philips Corporate M&A (1991)

- CFO of Philips Medical Systems (1993)

- Senior Director of Corporate Accounting and Group Controller, Philips (1996)

- Professor in management control of the University of Amsterdam, the Netherlands and trainer in accounting (2004)

- Member of Boards of Directors of Cosun u.a. and Air Traffic Control in the Netherlands (Present)

Business Transaction with LPL during the last 3 years: None

c) Ingoo Han

Date of Birth: October 15, 1956

Candidate for Outside Director: Yes

Nominator: Board of Directors

Current Job: Outside Director and Audit Committee Member of LG.Philips LCD Co., Ltd.

* To be reappointed as a Outside Director at the forthcoming AGM

Major Career: - Ph.D. in Accounting Information Systems, University of Illinois at Urbana-Champaign

- Certified Public Accountant, Korea (1983)

- Certified Management Accountant, USA (1990)

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- Professor in Accounting Information Systems of Graduate School of Management (1993~)

Business Transaction with LPL during the last 3 years: None

Agenda 4 : Appointment of Audit Committee Members

a) Bart van Halder

Date of Birth: August 17, 1947

Candidate for Outside Director: Yes

Nominator: Board of Directors

Current Job: Outside Director and Audit Committee Member of LG.Philips LCD Co., Ltd.

* To be reappointed as a Audit Committee Member at the forthcoming AGM

Major Career: - Master's Degree in Business Econometrics, University of Tilburg

- Director of Philips Corporate M&A (1991)

- CFO of Philips Medical Systems (1993)

- Senior Director of Corporate Accounting and Group Controller, Philips (1996)

- Professor in management control of the University of Amsterdam, the Netherlands and trainer in accounting (2004)

- Member of Boards of Directors of Cosun u.a. and Air Traffic Control in the Netherlands (Present)

Business Transaction with LPL during the last 3 years: None

b) Ingoo Han

Date of Birth: October 15, 1956

Candidate for Outside Director: Yes

Nominator: Board of Directors

Current Job: Outside Director and Audit Committee Member of LG.Philips LCD Co., Ltd.

* To be reappointed as a Audit Committee Member at the forthcoming AGM

Major Career: - Ph.D. in Accounting Information Systems, University of Illinois at Urbana-Champaign

- Certified Public Accountant, Korea (1983)

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- Certified Management Accountant, USA (1990)
- Professor in Accounting Information Systems of Graduate School of Management (1993~)

Business Transaction with LPL during the last 3 years: None

Agenda 5: Approval of Remuneration Limit for Directors

| Category | FY2006 | FY2007 |
|---|------------------|------------------|
| Number of Directors (Number of Outside Directors) | 9 (5) | 9 (5) |
| Total Amount of Remuneration Limit | KRW 13.4 billion | KRW 13.4 billion |

ii. Matters Relating to the Solicitor of Proxy

1. Matters Relating to the Solicitor of Proxy

a. Name of Solicitor: LG.Philips LCD Co., Ltd. (LPL)

b. Number of LPL Shares Held by Solicitor: None

c. The Principal Shareholders of the Solicitor

| Name of principal shareholder | Relationship with LPL | Number of shares held | Ownership ratio |
|--------------------------------------|---|------------------------------|------------------------|
| LG Electronics Inc. | Largest shareholder | 135,625,000 (common stock) | 37.9% |
| Philips Electronics | Company acting in concert with the largest shareholder | 117,625,000 (common stock) | 32.9% |
| Total | | 253,250,000 (common stock) | 70.8% |

2. Matters Relating to the Proxy

| | | | |
|---------------------------------|-----------------------|--------------------|-------------|
| Name of Agents for the Proxy | Dong Joo Kim | Heung Won Park | Jae Ho Park |
| Number of Shares Held by Agents | 640 (common stock) | 248 (common stock) | 0 |
| Relationship with LPL | Vice President of LPL | Employee | Employee |

3. Matters Relating to Shareholders Whom Proxy is Asked to

a. Criteria for Selection: All shareholders holding more than 200,000 shares of LG.Philips LCD common stock, representing 81.7% of voting right

b. List of Shareholders to Be Asked for Proxy

| No | Shareholders | No | Shareholders |
|-----------|--|-----------|---|
| 1 | LG Electronics | 29 | ISHARES MSCI SOUTH KOREA |
| 2 | Philips Electronics | 30 | UNIVERSITIES SUPERANNUAT |
| 3 | EURO-PACIFIC GROWTH FUND | 31 | KOOKMIN BANK (TRUST ACCOUNT) |
| 4 | NPC | 32 | EMPLOYEE STOCK OWNERSHIP ASSOCIATION |
| 5 | UBS AG-ASIA EQUITY | 33 | MELLON-BOSTON PE TR EMG MKT |
| 6 | CREDIT SUISSE FINANCIAL | 34 | SSB-NEW ECNM |
| 7 | KOOKMIN BANK (MIRAE ASSET INVESTMENT MANAGEMENT) | 35 | DNSK-LON DYR |
| 8 | NTC-GOV SPORE | 36 | NTC/BONY/SSB-MONETR SG |
| 9 | DEUTSCHE BANK AG | 37 | KOREA EXCHANGE BANK (FOREIGN CURRENCY) |
| 10 | GOODMORNING SHINHAN SECURITIES | 38 | HSBC (SAMSUNGKODEX200ETF) |
| 11 | MERRILL LYNCH INTERNATIONAL | 39 | METLIFE |
| 12 | SHINHAN BANK (MIRAE ASSET INVESTMENT MANAGEMENT) | 40 | ABN AMRO BANK N.V., SINGAPORE BRANCH |
| 13 | CITIGROUP GLOBAL MARKETS FINANCIAL PRODU | 41 | HSBC (FIDELITY INVESTMENTS ASSET MANAGEMENT) |
| 14 | KOREA INVESTMENT & SECURITIES | 42 | BARCLAYS GLOBAL INVESTRO |
| 15 | BEAR STEARNS INTL LTD | 43 | WOORI INVESTMENT & SECURITIES |
| 16 | HANA BANK (CONSUS ASSET MANAGEMENT) | 44 | BONY-DREYF INT PRM EMG |
| 17 | GST | 45 | MELLON-DF BALANCED FUND |

| | | | |
|----|---|----|--|
| 18 | PAC-PICTET ASSETS MGNT UK | 46 | SCHRODER INTERNATIONAL SELECTION FUND EM |
| 19 | ABU DHABI INVESTMENT AUT | 47 | CREDIT SUISSE FIRST BOS |
| 20 | (CITI+)NTC-SC BNSTN DW BSN | 48 | NATIONAL AGRICULTURAL COOPERATIVE FEDERATION (SHINHAN BNP PARIBAS INVESTMENT TRUST MANAGEMENT) |
| 21 | KOOKMIN BANK (ALLIANZ INVESTMENT MANAGEMENT) | 49 | KOREA EXCHANGE BANK (HANWHA INVESTMENT MANAGEMENT) |
| 22 | CITADEL HORIZON S.A.R.L. | 50 | MSCO-FRO ASA PAC FD |
| 23 | SSB-GSF | 51 | SAUDI ARABIAN MONETARY A |
| 24 | DNSK-DANSKE INVEST | 52 | SSB-CPERS CG2 |
| 25 | BBH-VANGUARD INTL EQ IND | 53 | PENSION FUND - KITC |
| 26 | KTCU | 54 | MSILP-PLEDGEE OF 18307 |
| 27 | GOLDMAN SACHS INT L LTD | 55 | KOOKMIN BANK (KITC) |
| 28 | SSB-AM FD INS | 56 | PENSION FUND EURYTH 4 |

4. Others

- The Period of Proxy Instruction: From Feb. 8, 2007 to Feb. 28, 2007 (before the 22nd AGM)

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.

LG.Philips LCD Co., Ltd.
(Registrant)

Date: February 5, 2007

By: /s/ Ron H. Wirahadiraksa
(Signature)
Name: Ron H. Wirahadiraksa
Title: Joint Representative Director/
President & Chief Financial Officer