

二、股本

1、股本變動情況：

經中國證監會“證監公司字[2001]13號文”批准，本公司於2001年2月5日至20日通過網下向機構投資者累計投標詢價并定價和上網定價發行相結合的方式，向社會公開發行了人民幣普通股10,000萬股，每股發行價為人民幣7.87元，共募集資金人民幣7.87億元，扣除發行費用人民幣29,271,429.91元，實際募集資金淨額為人民幣757,728,570.09元。全部資金已於2001年2月22日到達本公司指定帳戶，山東匯德會計師事務所出具了(2001)匯所驗字第1-006號《驗資報告》對上述資金進行了驗證。

經上海證券交易所批准，公司本次增發的10,000萬股A股中，證券投資基金和社會公眾投資者持有部分共計96,583,632股於2001年3月7日起上市流通，其他機構投資者持有的3,416,368股於6月7日起上市流通。

本次增發完成後，本公司已上市流通股份中的人民幣普通股由增發前的1億股增至2億股，公司總股本增至10億股。

II. Share Capital

1.Changes in share capital

After the China Securities Regulatory Commission approved in its document ref. Zheng Jian Gong Si Zi (2001) No. 13, the Company issued during the period between February 5 and 20, 2001 an aggregate of RMB100 million ordinary shares at an issue price of RMB7.87 per share to institutional investors outside the network by means of book building and a public issue by a combination of fixed price and network fixed price, with gross proceeds of RMB787,000,000. After the deduction of issue expenses of RMB29,271,429.91, the net proceeds amounted to RMB757,728,570.09, which was fully deposited into the designated account of the Company on 22 February, 2001. Shangdong Huidede Certified Public Accountants has verified the proceeds of issuance and issued capital verification report ref. (2001) Hui Suo Yan Zi Di No. 1-006.

Upon approval of Shanghai Stock Exchange, among the current additional issue of 100,000,000 A Shares, 96,583,632 shares held by securities investment funds and the public were listed on 7 March, 2001 and 3,416,368 shares held by other institutional investors were listed on 7 June.

After the completion of the current additional issue, the listed Renminbi-denominated ordinary shares of the Company increased from 100 million before the additional issue to 200 million shares. Total share capital of the Company increased to 1 billion shares.

截至2001年12月31日止，本公司的股 本情況為：
Share capital structure as at 31st December, 2001 was as follows:

股份單位：千股，面值：每股人民幣1元
(Unit: '000 shares, nominal value: RMB1 each)

股份類別		期初數	本年增減	期末數
Class of shares		Beginning of period	Increase/ decrease during the year	End of period
一、尚未流通股份	(1)Shares not traded on market			
1、發起人股份	i.Promoter shares			
國家擁有股份	State-owned shares	399,820	0	399,820
境內社會法人持股	PRC legal person shares	53,330	0	53,330
2、尚未流通股份合計	ii.Total unlisted shares	453,150	0	453,150
二、已流通股份	(2)Shares traded on market			
1、境內上市人民幣普通股 (A股)	1.PRC listed Renminbi-denominated ordinary shares (A Shares)	100,000	100,000	200,000
2、境外上市外資股 (H股)	2.Overseas listed foreign shares (H Shares)	346,850	0	346,850
已流通股份合計	Total listed shares	446,850	100,000	546,850
三、股份總數	(3)Total shares	900,000	100,000	1,000,000

三、業績及利潤分配

本集團截止二零零一年十二月三十一日之會計年度業績詳列於第五十二頁之綜合損益表。

董事會建議就截至二零零一年十二月三十一日止年度派發末期股息每股人民幣0.11元。

III. Results and Profit Distribution

The results of the Group for the financial year ended 31st December, 2001 are set out in the consolidated profit and loss account on page 52.

The Directors recommend a final dividend of RMB 0.11 per share for the year ended 31st December 2001.

四、股東情況介紹

1、報告期末公司股東總數為142,272戶。

IIII. Information on Shareholdings

(1)Total number of shareholders at the end of period: 142,272.

2、報告期末公司前十名股東

(2) Shareholdings of the top ten shareholders of the Company at the end of period:

持有人 Shareholders	持股種類 Class of shares	期末持股數 Number of shares held at the end of period	佔總股本比例(%) Percentage of the total Share Capital (%)	持股增減 Increase/ (Decrease) of shareholding
青島市國有資產管理局 Qingdao State-owned Assets Administration Bureau	A	399,820,000	39.98	-
香港中央結算(代理人)有限公司 HKSCC Nominees Limited	H	335,458,380	33.55	4,428,332
中國銀行山東省分行 Bank of China, Shandong Province Branch	A	29,250,000	2.93	-
中國建設銀行青島市分行 Construction Bank of China, Qingdao Branch	A	19,080,000	1.91	-
泰和基金 Tai He Fund	A	5,854,404	0.59	-
青島華青財務服務有限公司 Qingdao Huaqing Financial Service Company Limited	A	5,000,000	0.50	-
香港匯豐銀行代理人有限公司 A/C 14 Hong Kong and Shanghai Bank Nominees Limited A/C 14	H	1,200,000	0.12	-
香港匯豐銀行代理人有限公司 The Hong Kong and Shanghai Bank Nominees Limited	H	1,107,699	0.11	-
華安證券 Hua An Securities	A	934,450	0.09	-
白雪 Bai Xue	A	650,000	0.07	-

本公司並不知曉前十名股東之間是否存在關聯關係。

The Company is not aware of any existence of associated relationship among the top ten shareholders.

除上述股東外，於報告期內本公司沒有收到其它股東關於持股量達到《香港證券（公開權益）條例》或中國有關法律法規規定須披露數量的通知。

Except for the above-mentioned shareholders, the Company has not been notified of any shareholding which is required to be disclosed under the <Securities (Disclosure of Interests) of Hong Kong> or relevant PRC laws and regulations.

3、優先認股權

3. Share Option

本公司章程內並無有關優先認股權的條款。

There are no provisions regarding share option under the Company's Articles of Association.

五、董事、監事及高級管理人員持股及薪酬情況。

V. Shareholdings and Salary of Directors, Supervisors and Senior Management

根據中國證監會發布《公開發行股票公司信息披露實施細則（試行）》及《香港證券（公開權益）條例》規定須予披露各董事、監事與高級管理人員於本年度內持有本公司之股票權益如下：

The interest in the shares of the Company of the Directors, Supervisors, their associates and senior management which are required to be disclosed under the provisions of the Implementing Rules (Trial) on Disclosure of Information by Share-Issuing Companies promulgated by the China Securities Regulatory Commission and the Securities (Disclosure of Interests) Ordinance of Hong Kong are as follows:



姓名 Name	職務 Position	期初持股數 No. of shares held at the beginning of year	期末持股數 No. of shares held at the end of year
李桂榮 Li Gui Rong	董事長 Chairman	0	0
劉英弟 Liu Ying Di	董事、副總經理 Director and Deputy General Manager	5000	5000
孫玉國 Sun Yu Guo	董事、副總經理 Director and Deputy General Manager	0	0
元峰 Qi Feng	非執行董事 Non-Executive Director	0	0
楚振剛 Chu Zhen Gang	非執行董事 Non-Executive Director	0	0
于福忠 Yu Fu Zhong	獨立董事 Independent Director	0	0
伍海華 Wu Hai Hua	獨立董事 Independent Director	0	0
吳玉亭 Wu Yu Ting	監事會主席 Chairman of Supervisory Committee	0	0
姜宏 Jiang Hong	監事 Supervisor	0	1000
于嘉平 Yu Jia Ping	監事 Supervisor	0	0
劉安同 Liu An Tong	監事 Supervisor	0	0
潘桂榮 Pan Gui Rong	監事 Supervisor	0	0
劉清遠 Liu Qing Yuan	監事 Supervisor	0	0
金志國 Jin Zhi Guo	總經理 General Manager	0	0
滕安功 Teng An Gong	工會主席 Chairman of Labour Union	0	0
劉承強 Liu Cheng Qiang	副總經理 Deputy General Manager	5000	5000
樊偉 Fan Wei	總工程師 Chief Engineer	3882	3882
嚴旭 Yan Xu	副總經理 Deputy General Manager	0	0
孫明波 Sun Ming Bo	副總經理 Deputy General Manager	1261	1261
張學舉 Zhang Xue Ju	副總經理、董事會秘書 Deputy General Manager and Secretary to the Board	0	1000
袁璐 Yuan Lu	董事會秘書 Secretary to the Board	0	0

上述董事、監事及高級管理人員中，金志國先生任期自2001年8月29日起至2002年6月24日止，于嘉平先生任期自2000年11月23日起至2002年6月24日止，其餘人員自1999年6月24日聘任之日起，任期三年。

張學舉先生、姜宏女士在2001年本公司增發A股時申請中籤，分別購入本公司股票1000股。

Among the above directors, supervisors and senior management staff, Mr. Jin Zhi Guo's tenure is from 29th August, 2001 to 24th June, 2002. Mr. Yu Jia Ping's tenure is from 23rd November, 2000 to 24th June 2002. The others took the office on 24th June 1999 with a term of 3 years.

Ms. Jiang Hong and Mr. Zhang Xue Ju have become successful applicants when the Company issued additional A shares in 2001 and bought 1000 shares of the Company's stock respectively.

在公司領取薪酬的董事、監事和高級管理人員中，年薪5萬元以內有3人，5至7萬元有9人，7至15萬元有2人；元峰、楚振剛、于福忠、伍海華、劉安同、潘桂榮、劉清遠不在本公司領取薪酬。

報告期內，郭琳廣先生因個人原因於2001年3月23日辭去本公司獨立董事職務。本公司副董事長兼總經理彭作義先生於2001年7月31日不幸去世，終年56歲。2001年8月29日公司董事會聘任金志國先生為公司總經理。

六、董事及監事收購股份之權利

除上文所披露者外，本公司或其任何附屬公司概無於年內任何時間參與任何安排，以致本公司之董事及監事可藉購入本公司或任何其它團體之股份或債券而獲益。

七、報告期內本公司董事會召開會議情況：

1、2001年1月19日召開第三屆董事會臨時會議，會議審議通過了本公司與青島啤酒集團有限公司共同出資成立青島啤酒（宿遷）有限公司（“宿遷公司”），并由宿遷公司收購原宿遷市啤酒廠全部資產的議案。

2、2001年2月20日召開第三屆董事會臨時會議，會議審議通過了投資設立青島啤酒（南京）有限公司的議案。

3、2001年4月18日召開第三屆董事會第六次會議，會議審議通過了本公司2000年年度報告（經審計）、公司2000年度利潤分配預案等議案。

Among the Directors, Supervisors and senior management staff, 3 people have annual salary less than RMB50, 000. 9 people have annual salary ranging from RMB50, 000 to RMB70,000. 2 people have annual salary ranging from RMB70, 000 to RMB150, 000. Qi Feng, Chu Zhen Gang, Yu Fu Zhong, Wu Hai Hua, Liu An Tong, Pan Gui Rong, Liu Qing Yuan, all are not on the Company's payroll.

During the reporting period, Mr. Larry L.K. Kwok resigned from the position of independent Non-Executive Director of the Company. Mr. Peng Zuo Yi, former Vice Chairman and General Manager of the Company, passed away on 31st July, 2001 with an age of 56. On 29th August, 2001, Mr. Jin Zhi Guo was appointed as the Company's General Manager by the Board of Directors.

VI. Directors and Supervisors' rights to acquire shares

Save as disclosed above, none of the Directors, Supervisors, their associates and senior management has any interests in the equity or debt securities of the Company or any of its associated corporations, or had been granted or exercised any right to subscribe for the shares or debentures of the Company.

VII. Meetings of the Board of Directors

1. On 19th January, 2001, the Company held an extraordinary meeting of the 3rd Board of Directors. The Board considered and approved the resolutions on the establishment of Tsingtao Brewery (Suqian) Company Limited with Tsingtao Brewery Group Co., Ltd. by way of joint capital contribution, which then acquired the entire assets of Suqian Brewery Factory.

2. On 20th February, 2001, the Company held an extraordinary meeting of the 3rd Board of Directors. The Board considered and approved the resolution on investment in setting up Tsingtao Brewery (Nanjing) Co., Ltd.

3. On 18th April, 2001, the Company held the 6th meeting of the 3rd Board of Directors. The Board considered and approved a series of resolutions including annual report (to be audited) and profit appropriation scheme of 2000.

- 4、2001年5月16日召開第三屆董事會臨時會議，會議審議通過了合資設立青島啤酒（蘇州）有限公司及收購原太倉啤酒廠破產財產的議案。
4. On 16th May, 2001, the Company held an extraordinary meeting of the 3rd Board of Directors. The Board considered and approved the resolution on setting up of Tsingtao Brewery (Suzhou) Company Limited by joint capital contribution, which acquired the assets of bankrupted Taicang Brewery.
- 5、2001年6月11日召開第三屆董事會臨時會議，會議審議通過了本公司受讓西安漢斯啤酒飲料總廠持有的西安公司股權的議案。
5. On 11 June, 2001, the Company held an extraordinary meeting of the 3rd Board of Directors. The Board considered and approved the resolution on the Company's acquisition of part equity interests in Tsingtao Brewery Xian Company Limited formerly held by Xian Hans Beverages Company Limited.
- 6、2001年6月27日召開第三屆董事會臨時會議，會議審議批准了本公司受讓福建釀酒廠（新加坡）私人有限公司持有的第一家（福建）啤酒有限公司51%股權的議案。
6. On 27th June, 2001, the Company held an extraordinary meeting of 3rd Board of Directors. The Board considered and approved the resolution on acquisition of 51% equity interests in Di I Jia (Fujian) Brewery Company Limited formerly held by Fujian Brewery (Singapore) Private Company Limited.
- 7、2001年7月8日召開第三屆董事會臨時會議，會議審議通過了本公司受讓西安國際信托投資有限公司（“西安國托”）持有的西安公司股權的議案。
7. On 8th July, 2001, the Company held an extraordinary meeting of the 3rd Board of Directors. The Board considered and approved the resolution on acquisition of equity interests in Tsingtao Brewery (Xian) Company formerly held by Xian International Trust and Investment Co., Ltd.
- 8、2001年8月29日召開第三屆董事會第七次會議，會議審議通過了本公司2001年度中期報告（未經審計）、關於聘任金志國先生為公司總經理等議案。
8. On 29th August, 2001, the Company held the 7th meeting of 3rd Board of Directors. The Board considered and approved the Company's Interim Report for 2001(unaudited) and resolution on appointment of Mr. Jin Zhi Guo as the Company's General Manager.
- 9、2001年11月9日召開第三屆董事會臨時會議，會議審議批准了本公司向加拿大EVG企業有限公司轉讓本公司在北京三環公司中擁有的25%股權的議案。
9. On 9th November, 2001, the Company held an extraordinary meeting of 3rd Board of Directors. The Board considered and approved the resolution that EVG Enterprise Limited of Canada was transferred 25% equity interests of the Company in Beijing Three Ring Company.
- 10、2001年11月12日召開第三屆董事會第八次會議，會議審議通過了關於受讓廣西南寧萬泰啤酒有限公司30%股權的議案、關於收購富利運（隨州）啤酒有限公司和富利運（天門）啤酒有限公司90%股權的議案、關於組建深圳市青島啤酒華南投資有限公司及對華南事業部下屬子公司進行整合等議案。
10. On 12nd November, 2001, the Company held the 8th meeting of 3rd Board of Directors. The Board considered and approved the resolutions on the acquisition of 30% of equity interests in Nanning Wan Tai Company of Guangxi, the acquisition of 90% of equity interests in Suizhou Company and 90% interests in Tianmen Company, setting up of Tsingtao Brewery South China Investment Co., Ltd. and consolidation of its subsidiaries.