

財務報表附注（續） Notes to the Financial Statements (Cont'd)

(按照香港公認會計原則編制) (Prepared in accordance with Generally Accepted Accounting Principles in Hong Kong)

(除另有說明外，所有金額均以人民幣千元為單位) (Amounts expressed in thousands of RMB unless otherwise stated)

- 於二零零一年十一月，本公司與富利運簽定股權轉讓協議。根據協議，本公司以現金4,000,000元及轉移本公司賬上27,000,000元的其它應收賬款換取天門啤酒廠之90%股權，並改名為青島啤酒（天門）有限公司。
- In November 2001, the Company entered into an equity transfer agreement with Fu Li Yun. Pursuant to the agreement, the Company paid a cash consideration of RMB4,000,000 and transferred the entitlement to certain “other receivable” balances of the Company at a net book value of RMB27,000,000 in exchange for a 90% equity interest in Tianmen Brewery Company Limited, the name of which was changed to Tsingtao Brewery (Tianmen) Company Limited.
- 於二零零一年十一月本公司與青島啤酒集團有限公司分別出資190,000,000元及10,000,000元成立深圳市青島啤酒華南投資有限公司。本公司佔該投資95%的權益。
- In November 2001, the Company and Tsingtao Brewery Group Company Limited jointly established Shenzhen Tsingtao Brewery Huanan Holding Company Limited (“Tsingtao Huanan Holding”) with cash contributions of RMB190,000,000 and RMB10,000,000, respectively. The Company holds a 95% equity interest in the subsidiary.
- (iii) 除上述新收購 / 成立的附屬公司外，本集團於本年度尚有以下新收購 / 成立的附屬公司：
- (iii) Apart from the newly acquired/established subsidiaries mentioned above, other newly acquired/established subsidiaries in 2001 are:

新附屬公司名稱	少數股東名稱	成立 / 收購日期	成立和 營運地點	注册和 實收資本	所應佔權益 的比例(%)		主要業務
					直接 權益	間接 權益	
Name of subsidiaries	Name of minority shareholders/owners	Date of acquisition/ establishment	Place of establishment and principal operation	Registered and paid-in capital	Equity interest held by the Company(%)		Principal activities
					Directly held	Indirectly held	
青島啤酒（漢中）有限公司	陝西理想化工集團	二零零一年一月	中國漢中	人民幣29,410,000	-	50.23%	國內啤酒生產及貿易
Tsingtao Brewery (Hanzhong) Company Limited	Shanxi Lixiang Chemical Group	January 2001	Hanzhong, the PRC	RMB 29,410,000	-	50.23%	Manufacturing and domestic trading of beer
青島啤酒斗門麥芽有限公司	珠海市斗門皇妹企業集團公司及加拿大EVG企業有限公司	二零零一年二月	中國斗門縣	人民幣10,000,000	-	90.25%	國內麥芽製造及貿易
Tsingtao Brewery (Doumen) Company Limited	Zuhai Doumen Huang Mei Enterprise Group Company, Canada EVG Enterprise Company	February 2001	Doumen, the PRC	RMB 10,000,000	-	90.25%	Manufacturing and domestic trading of malt

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新附屬公司名稱	少數股東名稱	成立/ 收購日期	成立和 營運地點	注册和 實收資本	所應佔權益 的比例(%)		主要業務
					直接 權益	間接 權益	
Name of subsidiaries	Name of minority shareholders/owners	Date of acquisition/ establishment	Place of establishment and principal operation	Registered and paid-in capital	Equity interest held by the Company(%)		Principal activities
					Directly held	Indirectly held	
青島啤酒濶州公司	四川火炬化工廠	二零零一年 二月	中國濶州	人民幣111,110,000	55%	-	國內啤酒生產 及銷售
Tsingtao Brewery (Luzhou) Company Limited	Sichuan Huoju Chemicals Company Limited	February 2001	Luzhou, the PRC	RMB 111,110,000	55%	-	Manufacturing and domestic trading of beer
青島啤酒（南京）有限公司	香港富利運投資有限 公司	二零零一年 三月	中國南京	美元 5,000,000	75%	-	國內啤酒生產及貿 易
Tsingtao Brewery (Nanjing) Company Limited	Hong Kong Fu Li Yun Investment Company Limited	March 2001	Nanjing, the PRC	USD 5,000,000	75%	-	Manufacturing and domestic trading of beer
青島啤酒（宿遷）有限公司	青島啤酒集團有限公司	二零零一年 三月	中國宿遷	人民幣10,000,000	95%	-	國內啤酒生產及貿 易
Tsingtao Brewery (Suqian) Company Limited	Tsingtao Brewery Group Company Limited	March 2001	Suqian, the PRC	RMB 10,000,000	95%	-	Manufacturing and domestic trading of beer
北京青島啤酒北方銷售公司	青島啤酒集團有限公司	二零零一年 三月	中國北京	人民幣29,980,000	80%	14.25%	國內啤酒貿易
Tsingtao Brewery Beifang Sales Company Limited	Tsingtao Brewery Group Company Limited	March 2001	Beijing, the PRC	RMB 29,980,000	80%	14.25%	Domestic trading of beer
哈爾濱東北青島啤酒銷售有 限公司	青島啤酒集團有限公司	二零零一年 四月	中國哈爾濱	人民幣10,000,000	85%	14.25%	國內啤酒貿易
Tsingtao Brewery Haerbin Northeast Sales Company	Tsingtao Brewery Group Company Limited	April 2001	Haerbin, the PRC	RMB 10,000,000	85%	14.25%	Domestic Trading of beer
青島啤酒嶗山有限公司	青島啤酒集團有限公司	二零零一年 五月	中國嶗山	人民幣16,635,592	50%	46.90%	國內啤酒生產及 貿易
Tsingtao Brewery (Laoshan) Company Limited	Tsingtao Brewery Group Company Limited	May 2001	Laoshan, the PRC	RMB 16,635,592	50%	46.90%	Manufacturing and domestic trading of beer

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新附屬公司名稱	少數股東名稱	成立/ 收購日期	成立和 營運地點	注册和 實收資本	所應佔權益 的比例(%)		主要業務
					直接 權益	間接 權益	
Name of subsidiaries	Name of minority shareholders/owners	Date of acquisition/ establishment	Place of establishment and principal operation	Registered and paid-in capital	Equity interest held by the Company(%)		Principal activities
					Directly held	Indirectly held	
青島啤酒（滕州）淮海銷售有限公司	青島啤酒集團有限公司及薛城市政府	二零零一年五月	中國滕州	人民幣500,000	-	82.50%	國內啤酒貿易
Tsingtao Brewery (Tengzhou) Huaihai Sales Company Limited	Tsingtao Brewery Group Company Limited, Xuecheng Municipal Government	May 2001	Tengzhou, the PRC	RMB 500,000	-	82.50%	Domestic trading of beer
青島啤酒（蘇州）有限公司	青島啤酒集團有限公司	二零零一年五月	中國太倉	人民幣5,000,000	10%	85.50%	國內啤酒生產及貿易
Tsingtao Brewery (Suzhou) Company Limited	Tsingtao Brewery Group Company Limited	May 2001	Taicang, the PRC	RMB 5,000,000	10%	85.50%	Manufacturing and domestic trading of beer
青島啤酒華東杭州銷售有限公司	青島啤酒集團有限公司	二零零一年七月	中國杭州	人民幣1,000,000	-	94.53%	國內啤酒貿易
Tsingtao Brewery Huadong Hangzhou Sales Company Limited	Tsingtao Brewery Group Company Limited	July 2001	Hangzhou, the PRC	RMB 1,000,000	-	94.53%	Domestic trading of beer
青島啤酒華東蘇州銷售有限公司	青島啤酒集團有限公司	二零零一年八月	中國蘇州	人民幣3,000,000	-	76.10%	國內啤酒貿易
Tsingtao Brewery Huadong Suzhou Sales Company Limited	Tsingtao Brewery Group Company Limited	August 2001	Suzhou, the PRC	RMB 3,000,000	-	76.10%	Domestic trading of beer
青島啤酒福州銷售有限公司	青島啤酒集團有限公司	二零零一年十一月	中國福州	人民幣2,000,000	95%	-	國內啤酒貿易
Tsingtao Brewery Fuzhou Sales Company Limited	Tsingtao Brewery Group Company Limited	November 2001	Fuzhou, the PRC	RMB 2,000,000	95%	-	Domestic trading of beer

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(除另有說明外，所有金額均以人民幣千元為單位) (Amounts expressed in thousands of RMB unless otherwise stated)

新附屬公司名稱	少數股東名稱	成立/ 收購日期	成立和 營運地點	注册和 實收資本	所應佔權益 的比例(%)		主要業務
					直接 權益	間接 權益	
Name of subsidiaries	Name of minority shareholders/owners	Date of acquisition/ establishment	Place of establishment and principal operation	Registered and paid-in capital	Equity interest held by the Company(%)		Principal activities
					Directly held	Indirectly held	
青島啤酒西南銷售有限公司	四川火炬化工廠及青島 啤酒集團有限公司	二零零一年 十二月	中國成都	人民幣2,000,000	60%	30%	國內啤酒貿易
Tsingtao Brewery Xinan Sales Company Limited	Sichuan Huoju Chemicals Company Limited, Tsingtao Brewery Group Company Limited	December 2001	Chengdu, the PRC	RMB 2,000,000	60%	30%	Domestic trading of beer

b. 本集團所持以下附屬公司的股權權益於本年內產生變動如下：

(b) In the current year, there are changes in equity interests of the following subsidiaries:

(i) 於二零零一年三月、六月及七月，本公司先后與附屬公司青島啤酒西安有限責任公司（“西安公司”）的少數股東華中（亞洲）有限公司，西安漢斯啤酒飲料總廠和西安國際信托投資有限公司達成共三份股權轉讓協議，分別以現金約26,242,000元，11,840,000元及16,945,000元（合共約55,027,000元）增購西安公司合共19.78%之股權，使本公司持有西安公司的股權增加至76.1%。

(i) In March, June and July 2001, the Company entered into three agreements with three minority shareholders of Tsingtao Brewery Xian Co., Ltd., ("Xian Company"), namely Huazhong(Asia) Company Limited, Xian Hans Beverage Company Limited and Xian International Trust & Investment Company Limited to acquire an additional 19.78% shareholding in Xian Company by cash considerations of RMB26,242,000, RMB11,840,000 and RMB16,945,000 (RMB55,027,000 in aggregate) paid to the three minority shareholders, respectively. As a result, the Company's ownership in that subsidiary increased to 76.1%.

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(i) 於二零零一年五月，本公司與青島啤酒（郴州）有限公司之少數股東中國鐵道建築總公司鐵路運輸處達成協議，以現金 56,650,000 元增加對該附屬公司的資本投資及將現有資本公積共 2,624,100 元轉成實收資本。該協議使本公司對該附屬公司的資本比例由 70% 增加至 88.8%（另見 (iv)），而該附屬公司的資本額亦由 10,728,956 元增加至 70,003,056 元。

(iii) 於二零零一年七月，本公司與青島啤酒渭南有限責任公司（“渭南公司”）之少數股東達成股權轉讓協議，以現金 14,000,000 元出資收購該附屬公司之 28% 股權。

(iv) 於二零零一年十一月，本公司以投資在各附屬公司的賬上淨值（根據中國會計準則）約人民幣 257,828,000 元將以下附屬公司的股權由本公司轉讓至本公司控股 95% 的深圳市青島啤酒華南投資有限公司。有關轉讓對本集團控股各附屬公司的股權變動如下：

(ii) In May 2001, the Company entered into an agreement with China Railway Construction Company Railway Transportation Division, a minority shareholder of Tsingtao Brewery (Chenzhou) Co., Ltd. Pursuant to the agreement, the Company injected additional capital of RMB56,650,000 in cash to the subsidiary and capitalised the capital reserve of that subsidiary of RMB2,624,100 as additional capital contribution. As a result, the Company's ownership in the subsidiary increased from 70% to 88.8% (see also (iv) below) and the share capital of the subsidiary increased from RMB10,728,956 to RMB70,003,056.

(iii) In July 2001, the Company entered into an equity transfer agreement with the minority shareholder of Tsingtao Brewery Weinan Company Limited ("Weinan Company") to acquire an additional 28% equity interest in Weinan Company at cash consideration of RMB14,000,000.

(iv) In November, 2001, the Company transferred its equity interests in the following subsidiaries to Tsingtao Huanan Holding Company Limited, a 95% owned subsidiary of the Company, at a consideration amounting to RMB257,828,000, which is equal to the carrying amounts of these investments recorded in the books of the Company (according to PRC GAAP). The changes are as follows:

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附屬公司名稱 Name of subsidiaries	股權變動日期 Timing of change in equity	受讓股權之少數股東 Minority shareholder of the acquiror company	所佔權益比例變化(%) Change in Equity interest(%)	
			由 至 From To	
			From	To
青島啤酒（珠海）有限公司 Tsingtao Brewery (Zhuhai) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	100%	95.00%
青島啤酒（三水）有限公司 Tsingtao Brewery (Sanshui) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	75.00%	71.25%
青島啤酒（郴州）有限公司 Tsingtao Brewery (Chenzhou) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	88.80%	84.36%
青島啤酒斗門麥芽有限公司 Tsingtao Brewery Doumen Malt Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	95.00%	90.25%
青島啤酒（黃石）有限公司 Tsingtao Brewery (Huangshi) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	95.00%	90.25%
青島啤酒（應城）有限公司 Tsingtao Brewery (Yingcheng) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	95.00%	90.25%
青島啤酒（隨州）有限公司 Tsingtao Brewery (Suizhou) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	90.00%	85.50%
青島啤酒（天門）有限公司 Tsingtao Brewery (Tianmen) Company Limited	二零零一年十一月 November 2001	青島啤酒集團有限公司 Tsingtao Brewery Group Company Limited	90.00%	85.50%

(v) 於二零零一年十一月，本公司與 EVG 公司簽署股權轉讓協議，由 EVG 公司以支付現金 5,787,000 美元為代價受讓取得本公司在北京三環公司中擁有的 25% 股權，本公司在北京三環公司中繼續擁有 29% 股權，經北京市對外經濟貿易委員會批准，北京三環公司之性質經此轉讓後由內資有限責任公司重新變更為中外合資經營企業，將享受國家對於外商投資企業的相關優惠政策。其後，EVG 公司向本公司提出延緩支付股權轉讓價款的請求，雙方協商同意在 EVG 公司付清全部轉讓價款之前，該股權由本公司受托經營管理並行使相應的股東權利，因此，本公司依然以 54% 股權以合併報表方式併入北京三環公司二零零一年度的財務報表。

(V) In November, 2001, the Company entered into an equity transfer agreement with EVG Co., Ltd. ("EVG") pursuant to which EVG will pay a cash consideration of US\$5,787,000 to acquire 25% equity interest in Beijing Three Ring owned by the Company. The Company will continue to own the remaining 29% equity interest in Beijing Three Ring. Further to the approval by the Ministry of Foreign Economic and Trade Committee in Beijing, the PRC, the legal status of Beijing Three Ring will be changed from a domestic limited liability company to a Sino-foreign equity joint venture and it will be entitled to the relevant preferential policies granted to enterprises with foreign investments. Before the end of 2001, EVG renegotiated with the Company for delaying the payment of the consideration of the transfer. Both parties then agreed that the rights and obligations of EVG's 25% equity ownership in Beijing Three Ring will be borne by the Company before the settlement. As a result, the Company continued to consolidate 54% of its equity interests in Beijing Three Ring in the 2001 financial statements.

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19. 投資於聯營公司

19. INVESTMENT IN ASSOCIATED COMPANIES

		集團		公司	
		Group		Company	
		2001	2000	2001	2000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
非上市股份成本	Unlisted shares, at cost	34,502	6,496	6,496	6,496
累計分佔聯營公司 資本公積	Equity share of capital reserve of associated companies	3	3	-	-
累計分佔聯營公司 經營結果	Equity share of results of associated companies	(762)	(979)	-	-
		33,743	5,520	6,496	6,496

本公司董事會認為, 於二零零一年十二月三十一日上述聯營公司投資的公允價值不低於本公司及本集團的賬上淨值。

In the opinion of the Company's directors as at 31st December, 2001, the underlying values of the investment in associated companies were not less than the carrying amount of these investments in the books of the Company and the Group.