

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

(按照中國會計準則編制) (Prepared in accordance with PRC accounting standards)

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

(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	Zhuhai 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
青島啤酒(瀘州)公司	四川火炬化工廠	二零零一年二月	中國瀘州	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

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新附屬公司名稱 Name of subsidiaries	少數股東名稱 Name of minority shareholders/ owners	成立/ 收購日期 Date of acquisition/ establishment	成立和 營運地點 Place of establishment and principal operation	注册和 實收資本 Registered and paid-in capital	所應佔權益 的比例 (%)		主要業務 Principal activities
					直接 權益	間接 權益	
					Equity interest held by the Company (%)		
					Directly held	Indirectly held	
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 Limited	Tsingtao Brewery Group Company Limited	April 2001	Haerbin, the PRC	RMB 10,000,000	85%	14.25%	Domestic trading of beer
青島(嶗山)啤酒有限公司	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
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

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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
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

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**b. 本集團所持以下附屬公司的權益於本
年內產生變動如下:**

(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的股權轉讓協議, 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%。

(ii) 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元轉成註冊資本。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面淨值(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:

**b. In the current year, there were changes in equity interests of the
following subsidiaries:**

(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 (RMB 55,027,000 in aggregate) paid to the three minority shareholders, respectively. As a result, the Company's ownership in that subsidiary increased to 76.1%.

(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 a 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 Date of change in equity	受讓股權之少數股東 Minority shareholder of the acquiror company	本公司所佔權益比例(%) Equity interest(%)	
			由 From	至 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%

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(v) 於二零零一年十一月，本公司與 EVG 公司簽署股權轉讓議，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% 股權合併方式並入北京三環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.

c. 於二零零一年十二月三十一日本集團的主要聯營公司資料如下：

c. As at 31st December, 2001, particulars of the principal associated companies of the Group are as follows:

聯營公司名稱	注册及主要 經營地點	注册資本	本集團所佔權益比例(%)		主要業務	投資總額 人民幣
			直接持有	間接持有		
Name of associated companies	Place of establishment and principal operation	Registered capital	Equity interest held by the Group(%)		Principal activities	Total investment RMB
			directly held	indirectly held		
青島啤酒（揚州）有限公司 Tsingtao Brewery (Yangzhou) Company Limited	中國揚州 Yangzhou, the PRC	人民幣 5,000,000 RMB 5,000,000	20%	-	生產及銷售啤酒 Manufacturing and domestic trading of beer	76,707,154
青島啤酒朝日飲品有限公司 Tsingtao Beverage Company Limited	中國青島 Qingdao, the PRC	人民幣 70,000,000 RMB 70,000,000	-	37.52%	生產及銷售茶飲料 Manufacturing and domestic trading of tea beverage products	28,002,077

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聯營公司的經營結果如對本集團及本公司的財務狀況或盈利有重大影響，在編制本集團及本公司的財務報表時已作權益法處理。

d. 於二零零一年十一月，深圳市青島華南投資有限公司與泰聯釀造（開曼群島）有限公司簽定股權轉讓合同，由本公司出資96,000,000元購買其持有的廣西南寧萬泰啤酒有限公司30%的股權，並改名為青島啤酒（南寧）有限公司。有關股權轉讓合同已於二零零二年一月一日正式生效。

6. 主營業務收入及成本

a. 按業務分部列示

由於本集團及本公司之主要業務為生產及銷售啤酒，而其它業務收入均未佔本集團之綜合業務收入的百分之十以上，因此本集團並沒有提供按經營業務之分類分析。

The operating results of the associated companies have been included in the consolidated and company-only financial statements using the equity method if they are material to the operating results or financial position of the Group or the Company.

d. In November 2001, Tsingtao Huanan Holding Company Limited and Tailian Brewery (Caymen Islands) Company Limited signed an equity transfer agreement, pursuant to which the Company will purchase the 30% equity interest in Guangxi Nanning Wan Tai Brewery Company Limited at a consideration of RMB96,000,000. The name of the acquiree will also be changed to Tsingtao Beer (Nanning) Company Limited. The equity transfer agreement became effective on 1st January, 2002.

6. TURNOVER AND COST OF SALES

a. Business segments

The sole principal activity of the Group and the Company is the production and distribution of beer products and the profit from other operations attributed to less than 10% of the consolidated net profit of the Group. Accordingly, no analysis of business segment information is provided.

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b. 按地區分部列示

b. Geographical segment

主營業務收入 Turnover		集團 Group	
		2001	2000
青島地區	Tsingtao region	1,913,976,248	1,822,337,162
其他山東地區	Other Shandong region	917,817,679	641,590,230
華北地區	Huabei region	1,113,614,921	524,119,078
華南地區	Huanan region	1,548,606,864	1,037,278,837
小計	Sub-total	5,494,015,712	4,025,325,307
各地區分部間相互抵銷	Intra-segment elimination	(217,291,166)	(259,066,177)
合計	Total	5,276,724,546	3,766,259,130

主營業務成本 Cost of sales		集團 Group	
		2001	2000
青島地區	Tsingtao region	1,075,185,419	1,048,574,241
其他山東地區	Other Shandong region	652,351,020	457,290,471
華北地區	Huabei region	735,270,338	338,613,375
華南地區	Huanan region	906,416,834	659,981,017
小計	Sub-total	3,369,223,611	2,504,459,104
各地區分部間相互抵銷	Intra-segment elimination	(217,291,166)	(259,066,177)
合計	Total	3,151,932,445	2,245,392,927

由於本公司之主營業務收入及主營業務成本均主要在青島地區發生，故不作按地區分部列示。

No geographical analysis of the Company is provided as most of the sales and cost of sales incurred by the Company were attributable to markets within the Tsingtao Region.

二零零一年度，本集團及本公司向前五名客戶銷售總額分別約為343,013,000元及254,160,000元，分別約佔本集團及本公司全部銷售收入的6.5%及13.0%（二零零零年：282,081,000元及262,123,000元，佔7.5%及14.4%）。

In year 2001, sales made to the five largest customers of the Group and the Company approximately amounted to RMB343,013,000 and RMB254,160,000, respectively, being 6.5% and 13.0% of the turnover of the Group and the Company, respectively (2000: RMB282,081,000 and RMB262,123,000, being 7.5% and 14.4%, respectively).