

董事會謹此提呈本公司截至2002年12月31日止會計年度之董事會報告及經審核財務報告，董事會確信本報告所載資料不存在任何重大遺漏、虛假陳述或者嚴重誤導，並對其內容的真實性、準確性和完整性負個別及連帶責任，敬請各位股東閱覽。

## 一、主要業務

本公司的主要業務為生產及銷售啤酒。控股子公司及聯營公司主要從事啤酒生產、銷售及國內貿易。

本集團營業額及盈利幾乎完全由生產及銷售啤酒而產生。

1. 集團截至2002年12月31日止的年度主營業務收入和利潤分地區的構成情況：

地區	主營業務收入 (萬元)	主營業務利潤 (萬元)
Area	Turnover	Profit
青島	194,681	68,400
山東 (不含青島)	98,666	21,605
華北	145,987	37,549
華南	251,143	75,534
出口銷售	33,230	13,240

2、主要控股公司及參股公司的經營情況及業績

The Board of Directors hereby presents the Company's Report of the Directors and audited financial reports for the financial year ended 31st December 2002. The Board of Directors firmly believes that the information presented in this Report should not contain any material oversights, false accounts, nor serious misrepresentation. The Board is also jointly and severally responsible for the authenticity, accuracy and completeness of the report contents. We wish all shareholders an enjoyable reading.

## I. Principal Activities

The Company is principally engaged in the production and distribution of beer products. The subsidiaries and associated companies are principally engaged in the production, sales and domestic trading of beer products.

The Group's turnover and profit are substantially derived from the production and domestic trading of beer products.

1. The Group's turnover and profit from principal operating activities by geographical markets for the year ended 31st December, 2002 are as follows:

2. Operations and results of principal holding companies and investees

公司2002年盈利最大的前3家控股子公司情况： The particulars of the three most profitable subsidiaries of the Company in year 2002:

單位：人民幣萬元 (Unit: RMB Ten Thousand)

公司名稱 Company Name	主營業務 Principal activities	註冊資本 Registered Capital	資產規模 Assets	主營業務收入 Income from principal operating activities	淨利潤 Profit
深圳青島啤酒朝日有限公司 Shenzhen Tsingtao Beer Asahi Company Limited	生產及銷售啤酒 Manufacturing and trading of beer	3,000 萬美元 US\$30,000,000	79,268	41,990	6,901
青島啤酒西安有限責任公司 Tsingtao Brewery Xian Company Limited	國內啤酒生產及銷售 Domestic manufacturing and trading of beer	22,220	56,764	83,129	6,543
深圳市青島啤酒銷售有限公司 Shenzhen Tsingtao Brewery Sales Company Limited	國內啤酒貿易 Domestic trading of beer	2,000	32,477	131,063	5,779



## 二、股本

### 1、股本變動情況：

本公司于2001年2月增發了人民幣普通股10,000萬股，每股發行價為人民幣7.87元，至2001年6月7日已全部上市流通，由此本公司已上市流通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。

截至2002年12月31日止，本公司的股本情況為：

## 2. Share Capital

### 1.Changes in share capital:

The Company issued an aggregate of 100,000,000 ordinary A Shares at RMB7.87 per share, which was all listed in June 7, 2001. Thereby, the ordinary A Shares listed have been increased from 100,000,000 to 200,000,000 with a total share capital of 1,000,000,000.

Share capital structure as at 31st December, 2002 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	Class of shares	期初數	本年增減	期末數
		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	1.Promoter shares			
國家擁有股份	State-owned shares	399,820	-	399,820
境內社會法人持股	PRC legal person shares	53,330	-	53,330
2、尚未流通股份合計	2.Total unlisted shares	453,150	-	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)	200,000	-	200,000
2、境外上市外資股（H股）	2.Overseas listed foreign shares (H Shares)	346,850	-	346,850
已流通股份合計	Total listed shares	546,850	-	546,850
三、股份總數	(3)Total shares	1,000,000	-	1,000,000

### 三、業績及利潤分配

本集團截止二00二年十二月三十一日之會計年度業績詳列于第五十六頁之綜合損益表。

董事會建議就截至二00二年十二月三十一日止年度派發末期股息每股人民幣0.16元。另外派發青啤百年特別紅利，每股現金人民幣0.06元。

### 四、股東情況介紹

#### 1、股東情況介紹

(1) 報告期末公司股東總數為120,168戶，其中H股股東為840戶。

(2) 報告期末本公司前10名股東

### 3. Results and Profit Distribution

The results of the Group for the financial year ended 31st December, 2002 are set out in the consolidated profit and loss account on page 56.

The Directors recommend a final dividend of RMB 0.16 per share for the year ended 31st December 2002 together with a special dividend of RMB 0.06 per share marking Tsingtao's first centenary.

### 4. Information on shareholding

#### 1. Information on shareholding

(1) Total number of shareholders at the end of the period was 120,168, in which 840 were holders of H shares.

(2) Shareholdings of the top ten shareholders of the Company at the end of the 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 (%)	股份性質 Nature of of shareholding
青島市國有資產管理辦公室 Office of Qingdao State-owned Assets Administration Bureau	A	399,820,000	39.98	國家股 state-owned shares
香港中央結算(代理人)有限公司 HKSCC Nominees Limited	H	291,212,380	29.1	流通股 listed shares
安海斯-布希公司 Anheuser-Busch Companies Inc.	H	45,000,000	4.5	流通股 listed shares
中國銀行山東省分行 Bank of China, Shandong Province Branch	A	29,250,000	2.93	法人股 legal person shares
中國建設銀行青島市分行 Construction Bank of China, Qingdao Branch	A	19,080,000	1.91	法人股 legal person shares
青島華青財務服務有限公司 Qingdao Huaqing Financial Services Company Limited	A	5,000,000	0.5	法人股 legal person shares
泰和證券投資基金 Taihe Fund	A	4,334,174	0.43	流通股 listed shares
豐和價值證券投資基金 Fenghe Fund	A	3,685,420	0.37	流通股 listed shares
易方達平穩增長證券投資基金 E Fund Stable Growth Fund	A	3,552,808	0.36	流通股 listed shares
漢盛證券投資基金 Han Sheng Fund	A	3,442,384	0.34	流通股 listed shares

泰和證券投資基金和豐和價值證券投資基金的基金管理人同為嘉實基金管理有限公司，除此以外，本公司並不知曉前10名股東之間是否存在其他關聯關係、所持股份是否存在質押或凍結的情況，以及是否為一致行動人。

The Fund Managers of both Tai He Fund and Feng He Fund are both with Jia Shi Fund. Save as disclosed herein, the Company is not aware of any existence of associated relationship among the top ten shareholders and of whether the shares held have been pledged or prohibited for sale or held by concerted parties.