

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。

## 2、優先認股權

本公司章程內並無有關優先認股權的條款。

## 五、董事、監事及高級管理人員持股及薪酬情況。

根據中國證監會發佈《公開發行股票公司信息披露實施細則》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：

Saved as disclosed herein, the Company is not aware at the end of the reporting period of other shareholders as having the shareholding required to be disclosed pursuant to the Securities (Disclosure of Interests) Ordinance of Hong Kong or other relevant PRC laws and regulations.

## 2. Share Option

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

## 5. Shareholdings and Salary of Directors, Supervisors and Senior Management

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 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(股) No. of shares held at the beginning of year	期末持股數(股) No. of shares held at the end of year
李桂榮 Li Gui Rong	董事長 Chairman	0	0
金志國 Jin Zhi Guo	副董事長、總裁 Vice Chairman and President	0	0
劉英弟 Liu Ying Di	董事 Director	5,000	5,000
孫玉國 Sun Yu Guo	董事、副總裁 Director and Vice President	0	0
楚振剛 Chu Zhen Gang	非執行董事 Non-Executive Director	0	0
王立軍 Wang Li Jun	非執行董事 Non-Executive Director	0	0
譚禮寧 Tan Li Ning	獨立董事 Independent Director	0	0
伍海華 Wu Hai Hua	獨立董事 Independent Director	0	0
潘桂榮 Pan Gui Rong	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
于嘉平 Yu Jia Ping	監事 Supervisor	0	0
任增貴 Ren Zeng Gui	監事 Supervisor	0	0
劉清遠 Liu Qing Yuan	監事 Supervisor	0	0
鐘明山 Zhong Ming Shan	監事 Supervisor	0	0
陳軍 Chen Jun	監事 Supervisor	0	0
孫明波 Sun Ming Bo	常務副總裁 Executive Vice President	1,261	1,261
滕安功 Teng An Gong	工會主席 Chairman of Labour Union	0	0
樊偉 Fan Wei	總工程師 Chief Engineer	3,882	3,882
嚴旭 Yan Xu	副總裁 Vice President	0	0
張學舉 Zhang Xue Ju	副總裁 Vice President	1,000	1,000
曹向東 Cao Xiang Dong	副總裁 Vice President	2,000	2,000
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任期自2002年6月24日起至2005年6月24日止。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2人，5至9萬元有8人，9至15萬元有4人。楚振剛、王立軍、譚禮寧、伍海華、潘桂榮、劉清遠、鐘明山、陳軍不在本公司領取薪酬。

The tenure of the above directors, supervisors and senior management is from 24th June, 2002 to 24th June, 2005. Messrs Chu Zhen Gang, Wang Li Jun, Tan Li Ning, Wu Hai Hua, Liu Qing Yuan, Zhong Ming Shan, Chen Jun and Ms. Pan Gui Rong are not on the Company's payroll.

## 六、董事及監事收購股份之權利

除上文所披露者外，本公司或其任何控股子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：

2002年4月3日召開了第三屆董事會第10次會議，審議通過了公司2001年年度報告、公司2001年利潤分配預案等議案。

2002年4月29日召開了第三屆董事會第11次會議，審議通過了公司2002年第1季度報告（未經審計）、公司信息披露管理制度等議案。

2002年6月24日召開了第四屆董事會第1次會議，審議並通過了選舉公司第四屆董事會董事長、副董事長和聘任公司總裁、副總裁及公司總工程師等議案。

2002年7月29日召開了第四屆董事會第2次會議，審議並通過了公司擬與美國安海斯-布希公司結成戰略性伙伴關係等議案。

2002年8月13日召開了第四屆董事會第3次會議，審議並通過了公司2002年半年度報告（未經審計）及關於公司與臺灣三洋藥品工業股份有限公司合作在臺灣建設啤酒廠的可行性方案等議案。

2002年8月27日召開了第四屆董事會臨時會議，審議批准公司新的組織架構設置。

## 6. 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 company, or had been granted or exercised any right to subscribe for the shares or debentures of the Company.

## 7. Meetings of the Board of Directors

On 3rd April, 2002, the Company held the 10th meeting of the 3rd Board of Directors. The Board considered and approved resolutions on 2001 annual report and 2001 profit appropriation scheme.

On 29th April, 2002, the Company held the 11th meeting of the 3rd Board of Directors. The Board considered and approved resolutions on First Quarterly Report of 2002 (unaudited), and the Company's information disclosure regulation.

On 24th June, 2002, the Company held the 1st meeting of the 4th Board of Directors. The Board considered and approved resolutions on election of Chairman, Vice Chairman of the Board, President and Vice Presidents, Chief Engineer.

On 29th July, 2002, the Company held the 2nd meeting of the 4th Board of Directors. The Board considered and approved resolutions on contemplated strategic alliance with Anheuser-Busch Companies Inc..

On 13th August, 2002, the Company held the 3rd meeting of the 4th Board of Directors. The Board considered and approved the resolution on 2002 Interim Report (unaudited) and feasibility program on the establishment of a brewery in Taiwan jointly with Sanyo Pharmaceutical Industry Co., Ltd.

On 27th August, 2002, the Company held an extraordinary meeting of the 4th Board of Directors, which considered and approved the Company's new organization structure.

2002年9月4日召開第四屆董事會臨時會議，審議通過了青島啤酒(三水)有限公司20萬噸/年擴建、青島啤酒(珠海)有限公司15萬噸/年技改擴建工程、黃石公司10萬噸/年技改擴建、青島啤酒(菏澤)有限公司10萬噸/年(首期5萬噸)技改擴建項目的議案。

2002年10月21日召開了第四屆董事會臨時會議，審議通過了公司與美國安海斯-布希公司簽署《戰略性投資協議》的議案。

2002年10月29日召開了第四屆董事會第4次會議，審議並通過了公司2002年第3季度報告(未經審計)。

2002年12月8日召開了第四屆董事會臨時會議，通過了關於召開臨時股東大會以審議批准公司與美國安海斯-布希公司的《戰略性投資協議》及清洗豁免的議案。

## 八、股東大會情況

2002年6月24日本公司召開2001年度股東大會，出席股東年會的股東和股東代理人共代表股份數535,946,725股，佔本公司總股本的54%，符合本公司章程的要求。

On 4th September, 2002, the Company held an extraordinary meeting of the 4th Board Directors to have considered and approved resolutions on technology upgrading and expansion programs of Tsingtao Brewery ( San Shui) Co., Ltd. (200,000tons/year), Tsingtao Brewery ( Zhuhai ) Co., Ltd. (150,000tons/year), Tsingtao Brewery (Huangshi) Co., Ltd. (100,000tons/year) and Tsingtao Brewery (Heze) Co., Ltd. (100,000tons/year, with a initial capacity of 50,000 tons/year).

On 21st October, 2002, the Company held an extraordinary meeting of the 4th Board of Directors meeting to have considered and approved the resolution on signing a Strategic Investment Agreement with Anheuser-Busch Companies, Inc.

On 29th October, 2002, the 4th Board of Directors held the 4th meeting to have considered and approved the third quarterly report of 2002 (unaudited ).

On 8th December, 2002, the 4th Board of Directors held an extraordinary meeting to have considered and approved the resolution to hold an extraordinary shareholders' meeting to consider and approve the Strategic Investment Agreement with Anheuser-Busch Companies Inc. as well as white wash waiver.

## 8. Annual General Meeting

On 24th June, 2002, the Company held its 2001 Annual General Meeting. Shareholders representing 535,946,725, or approximately 54% of the total issued share capital of the Company, attended the meeting. A quorum was constituted in accordance with the Articles of Association of the Company.