

會議以普通決議案審議並通過：公司2001年度董事會工作報告、2001年度監事會工作報告、2001年度財務報告（經審計）、2001年度利潤分配方案、聘任境內及國際審計師並授權董事會決定其酬金、選舉公司第四屆董事會成員、選舉公司第四屆監事會成員、新一屆董事和監事任期內年度總薪酬並授權董事會及監事會分別決定董事和監事個人薪酬、為公司董事、監事及其他高級管理人員購買責任保險共9項議案；以特別決議案審議並通過了“授權本公司董事會增發不超過公司已發行H股股份面值總額20%的H股股份”及“批准本公司董事會提呈關於修改公司章程的議案”。

## 九、公司治理結構

### 1、公司治理

本公司已建立了較規範的法人治理結構，完善了股東大會、董事會、監事會、經理層相互制衡的管理體制，並建立了相關的議事規則和工作制度，以保障其協調運轉、規範運作。報告期內根據《上市公司治理準則》的要求，修改了公司章程相關內容並完成了公司董事會、監事會的換屆選舉，外部董事、外部監事已占董事會和監事會成員的一半以上，其中獨立董事佔董事會成員的三分之一。

公司董事會深刻認識到良好的公司治理對保護投資者權益和提升股東價值的重要意義，並嚴格按照境內外監管法規和公司章程的要求規範運作。公司董事會已成立了戰略與投資委員會、審計與財務委員會、人力資源與公司治理委員會三個專門委員會並制訂了各專門委員會的工作細則，從而保證了董事會科學高效的決策。

The meeting considered and approved 9 resolutions on work report of the Board of Directors for 2001, the work report of Supervisory Committee for 2001, 2001 financial report (audited), profit appropriation scheme for 2001, appointment of the Company's auditors in the PRC and the international auditors, the authorization for the Board to determine their respective remuneration, election of the 4th Board's members, members of the 4th Supervisory Committee, the aggregate remuneration for newly elected Board members and supervisors whose respective salary will be decided by the Board and the Supervisory Committee and buying liability insurance for the company's directors, supervisors and other top management. Approved by a special resolution, the Directors were authorised to additional issue with not more than 20% of issued H shares and approved the Boards to propose amendment plans to the Company's Articles of Association.

## 9. Corporate Governance

### 1. Corporate Governance

The Company has established regulatory corporate governance structure, perfected the management mechanism characterized by intro-surveillance among the shareholders' meeting, the Board, the Supervisory Committee and top management, and set up relevant procedural rules as well as working regulations to ensure harmonized, regulatory operation. During the reporting period, we amended the Articles of Association in accordance with Criteria of Corporate Governance of listed Companies and re-elected the Board and Supervisory Committee. The external directors and supervisors represented respectively over a half of the composition of the Board and the Supervisory Committee, with independent directors over one third of the Board membership.

The Board of the Company deeply recognized the importance of proper corporate governance for protection of shareholders' interests, enhancement of shareholders' value and operates in strict compliance with relevant regulations both at home and abroad as well as the Company's Articles of Association. The Board has set up 3 special committees, namely strategy and investment committee, audit and finance committee, human resources and corporate governance committee, all of which have their own working regulations so as to ensure scientific and efficient decision to be made by the Board.

## 2、獨立董事履行職責情況

在董事會三個專門委員會中，除戰略與投資委員會外，審計與財務委員會、人力資源與公司治理委員會均由獨立董事佔多數並擔任委員會主席。獨立董事參加了年內董事會召開的各次會議並召集及參加了董事會專門委員會的7次會議，對公司的財務審計、高管人員選聘、重大經營決策等提出了許多建設性意見，認真履行了其擔負的職責。

3、公司與控股股東（青島市國有資產管理辦公室）在業務、人員、資產、機構、財務等方面完全分開，具有獨立完整的業務及自主經營能力。

4、公司董事會薪酬委員會（2002年6月改組為人力資源與公司治理委員會）已初步建立了對公司經營者的薪酬制度及績效考評制度並參照個人所擔負的不同職責和年度業績情況給予獎懲。

## 十、募集資金使用情況

本公司於2001年增發A股共募集資金人民幣7.87億元，扣除發行費用實收募集資金淨額為人民幣757,728,570元。

## 2. Discharge of Responsibilities by Independent Directors

Among the three special committees, independent directors representing the majority assume chairmanship in all but strategy & investment committee. These independent directors conscientiously discharged their responsibilities by attending all board meetings, convening and chairing 7 meetings of special committees under the Board in which they put forward many constructive opinions and recommendations related to financial auditing, appointment of top management, major operational decisions and etc.

3. The Company has been separated from its controlling shareholder (Qingdao state-owned assets administration office) in such respects as business, staff, assets, organization, finance etc. It develops its business completely independently.

4. The Board's Remuneration Committee (restructured as Human Resource & Corporate Governance Committee in June of 2002) has initially established the remuneration regulations for the Company's top management. The Committee gives top management staff prize or punishment after evaluation of their annual achievement as well as duties performed.

## 10. Use of proceeds

The Company issued additional A Shares in 2001 with gross proceeds of RMB787,000,000. After deduction of issue expenses, the net proceeds amounted to RMB757,728,570.



1、報告期內募集資金使用情況

Use of Proceeds during the reporting period:

募集資金投向項目名稱 Description of Application of Proceeds	承諾募集資金 投資額 Investment Amount undertaken to be made	報告期末募集 資金實際投入 Actual Investment	(單位：人民幣萬元) (in RMB ten thousand)
			已投入資金比例 (%) Invested Amount expressed as a Percentage
收購上海嘉釀 75% 外方投資者股權項目 Acquisition of 75% equity interest from foreign investors of Carlsbrew Shanghai	15,375	15,375	100
收購五星公司 62.64% 外方投資者股權和三環公司 54% 外方投資者股權項目 Acquisition of 62.64% equity interest from foreign investors of Five Star Company and 54% equity interest from foreign investors of Three Ring Company	18,624	18,624	100
青島啤酒二廠純生啤酒生產綫技改項目 Technological renovation of draught beer production lines of Tsingtao Brewery No.2	6,800	5,400	79
西安公司年產 5 萬噸純生啤酒生產綫技改項目 Technological renovation of draught beer production lines of Xian Company for an annual production of 50,000 tonnes	12,000	0	—
馬鞍山公司年產 10 萬噸啤酒一期技改項目 Phase 1 technological renovation in respect of Maanshan Company for an annual production of 100,000 tonnes	7,700	7,700	100
珠海公司年產 15 萬噸啤酒一期 10 萬噸技改項目 Technological renovation in respect of Zhuhai Company for a Phase 1 production of 100,000 tonnes (annual production of 150,000 tonnes)	5,800	5,800	100
三水公司年產 20 萬噸啤酒一期 15 萬噸技改項目 Technological renovation in respect of Sanshui Company for a Phase 1 production of 150,000 tonnes (annual production of 200,000 tonnes)	9,000	9,000	100
公司電子銷售網絡建設項目 Setting-up of the electronic sales network of the Company	1,000	835	84 (已完成) (completed)
合計 Total	76,299	62,734	82