

賬目附注(續)

Notes To The Accounts (Cont'd)

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

(i) 截至二零零二年十二月三十一日止年度, 本集團新成立/ 收購的控股子公司
的資料如下:

(ii) For the year ended 31st December 2002, the details of newly acquired/
established subsidiaries are as follows:

新控股子公司名稱 Name of subsidiaries	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	本公司 所應佔權益 的比例(%) Equity interest held by the Company(%)		主要業務 Principal activities
				直接權益 Directly held	間接權益 Indirectly held	
青島啤酒(台州)銷售有限公司 Tsingtao Brewery Taizhou Sales Company Limited	二零零二年一月 January 2002	中國台州 Taizhou, the PRC	人民幣 6,800,000 RMB 6,800,000	-	48.45%	國內啤酒貿易 Domestic trading of beer
青島祥宏商務有限公司 Tsingtao Changhong Shangwu Company Limited	二零零二年三月 March 2002	中國青島 Qingdao, the PRC	人民幣 1,000,000 RMB 1,000,000	95%	-	汽車租賃 Car rental service
青島啤酒招商物流有限公司 Tsingtao Brewery Zhaoshang Logistic Company Limited	二零零二年三月 March 2002	中國青島 Qingdao, the PRC	人民幣 2,000,000 RMB 2,000,000	51%	-	物流服務與管理 Logistic services and management
郴州市青島啤酒銷售有限公司 Tsingtao Brewery Chenzhou Sales Company Limited	二零零二年四月 April 2002	中國郴州 Chenzhou, the PRC	人民幣 1,000,000 RMB 1,000,000	-	94.69%	國內啤酒貿易 Domestic trading of beer
青島啤酒魯中(濰坊) 銷售有限公司 Tsingtao Brewery Luzhong (Weifang) Sales Company Limited	二零零二年三月 March 2002	中國濰坊 Weifang, the PRC	人民幣 2,000,000 RMB 1,000,000	-	90.30%	國內啤酒貿易 Domestic trading of beer
青島啤酒(廈門)有限公司 Tsingtao Brewery (Xiamen) Company Limited	二零零二年四月 April 2002	中國廈門 Xiamen, the PRC	人民幣 10,000,000 RMB 10,000,000	80%	-	國內啤酒生產及銷售 Manufacturing and domestic trading of beer
青島啤酒(廈門)銷售有限公司 Tsingtao Brewery (Xiamen) Sales Company Limited	二零零二年七月 July 2002	中國廈門 Xiamen, the PRC	人民幣 1,000,000 RMB 1,000,000	-	40%	國內啤酒貿易 Domestic trading of beer

除青島啤酒(三水)有限公司, 青島啤酒(郴州)有限公司及深圳青島啤酒朝日有限公司被評定為外資企業外, 其它子公司均為有限責任公司。

(b) 本公司所持以下控股子公司的權益於本年内產生變動如下:

(i) 於二零零二年一月, 本公司與青島啤酒(薛城)有限公司(“薛城公司”)之少數股東棗莊市薛城區國有資產營運中心(“薛城國資中心”)達成協議, 增加薛城公司的註冊資本由10,000,000元增加至45,000,000元。本公司及薛城國資中心分別將其佔薛城公司現有的資本公積金份額24,500,000及10,500,000元轉撥為薛城公司的實收資本。於本次增資後, 本公司佔薛城公司的註冊資本比例保持不變。

於二零零二年六月, 本公司與薛城國資中心再次達成協議, 以現金約6,480,000元購入其在薛城公司擁有的15%股權。本次交易後, 本公司佔薛城公司註冊資本85%。

(ii) 於二零零二年一月, 本公司與青島啤酒(徐州)有限公司(“徐州公司”)之少數股東沛縣國有資產經營公司(“沛縣國資公司”)達成協議, 增加徐州公司的註冊資本由10,000,000元至約39,337,000元。其中, 本公司及沛縣國資公司分別將其佔徐州公司現有的資本公積金份額約14,962,000元及約9,375,000元轉為徐州公司的實收資本, 此外, 本公司以現金5,000,000元作為增加實收資本的一部分轉撥實收資本以繳納有關增資餘額。本次增資後, 本公司佔徐州公司的註冊資本比例由60%增加至66%。

Other than Tsingtao Brewery (Sanshui) Company Limited, Tsingtao Brewery (Chenzhou) Company Limited and Shenzhen Tsingtao Beer Asahi Company Limited that were companies incorporated with foreign investments, all other subsidiaries were companies incorporated with limited liabilities.

(b) In current year, there were changes in the equity interests of the following subsidiaries held by the Company:

(i) In January 2002, the Company entered into an agreement with Xuecheng District State-owned Operations Centre (“Xuecheng Centre”), the minority shareholder of Tsingtao Brewery (Xuecheng) Company Limited (“Xuecheng Company”). In accordance with the agreement, the registered capital of Xuecheng Company was increased from RMB10,000,000 to RMB45,000,000. The increase was fulfilled by converting RMB24,500,000 and RMB10,500,000 of the share of the reserves in Xuecheng Company by both the Company and Xuecheng Company into capital. After the transaction, there is no change in the percentage of equity interest held by the Company.

In June 2002, the Company entered into another agreement with Xuecheng Centre for acquiring an additional 15% equity interest in Xuecheng Company at a cash consideration of approximately RMB6,480,000. After the transaction, the Company holds 85% of the registered capital of Xuecheng Company.

(ii) In January 2002, the Company entered into an agreement with Peixian State-owned Operations Centre (“Peixian Centre”), the minority shareholder of Tsingtao Brewery (Xuzhou) Company Limited (“Xuzhou Company”). In accordance with the agreement, the registered capital of Xuzhou Company was increased from RMB10,000,000 to approximately RMB39,337,000. The Company contributed RMB5,000,000 cash and converted approximately RMB14,962,000 of its share of the reserves in Xuzhou Company into paid-in capital. Peixian Centre capitalized RMB9,375,000 of its share of reserves in Xuzhou Company as its respective capital contribution. After the transaction, the registered capital of Xuzhou Company held by the Company increased from 60% to 66%.

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(iii) 於二零零二年一月，青島啤酒(蓬萊)有限公司(“蓬萊公司”)股東會通過增加註冊資本決議。蓬萊公司的資本額由12,500,000元增加至37,500,000元。本公司將15,950,000元儲備及蓬萊公司欠本公司的4,050,000元其它應付款撥轉為增加的實收資本。少數股東蓬萊市黑嵐溝黃金工業公司以蓬萊公司所欠5,000,000元其它應付款轉成實收資本。本次增資後，本公司佔蓬萊公司的註冊資本比例不變。

(iv) 於二零零二年十月，薛城公司，青島啤酒(滕州)有限公司(“滕州公司”)，徐州公司，青島啤酒(徐州彭城)有限公司(“徐州彭城”)及青島啤酒(宿遷)有限公司(“宿遷公司”)簽定協議，將青島啤酒(台兒莊)有限公司(“台兒莊公司”)的註冊資本由500,000元增至5,000,000元。薛城公司及滕州公司分別以現金出資850,000元及650,000元，徐州公司、徐州彭城公司及宿遷公司則各以現金出資1,000,000元。本次增資及股權重組後，各公司各佔台兒莊公司20%股權，因此本公司佔台兒莊公司註冊資本的比例由87.5%減至86.2%。

(c) 於二零零二年九月，本公司注銷上海青島啤酒經銷有限公司及江蘇青島啤酒營銷有限公司，因此而產生投資損失分別約85,000元及161,000元。

(iii) In January 2002, the shareholders of Tsingtao Brewery (Penglai) Company Limited (“Penglai Company”) passed a resolution to increase the registered share capital of Penglai Company from RMB12,500,000 to RMB37,500,000. The Company converted approximately RMB15,950,000 of its share of the reserves in Penglai Company and approximately RMB4,050,000 of its receivable balance due from Penglai Company into paid-in capital. Penglai Heilangou Gold Industry Company (“Gold Company”) converted RMB5,000,000 of its receivables due from Penglai Company into paid-in capital. After the transaction, there is no change in the equity interest held by the Company.

(iv) In October 2002, Tsingtao Brewery (Xuecheng) Company Limited (“Xuecheng Company”), Tsingtao Brewery (Tengzhou) Company Limited (“Tengzhou Company”), Tsingtao Brewery (Xuzhou) Company Limited (“Xuzhou Company”), Tsingtao Brewery (Xuzhou Pengcheng) Company Limited (“Xuzhou Pengcheng”) and Tsingtao Brewery (Suqian) Company Limited (“Suqian Company”) entered into an agreement that the share capital of Tsingtao Brewery (Taierzhuang) Company Limited (“Taierzhuang Company”) was increased from RMB500,000 to RMB5,000,000. Cash contributions of RMB850,000 and RMB650,000 were received from Xuecheng Company and Tengzhou Company, respectively. Xuzhou Company, Xuzhou Pengcheng and Suqian Company each contributed RMB1,000,000. Each of these subsidiaries held 20% of the equity interest in Taierzhuang Company. After the transaction, the effective ownership percentage held by the Company in Taierzhuang Company decreased from 87.5% to 86.2%.

(c) In September 2002, the Company disposed of its equity interest in two subsidiaries, Shanghai Tsingtao Brewery Sales Company Limited and Jiangsu Tsingtao Brewery Sales Company Limited. Losses incurred from the disposal of these investments were of approximately RMB85,000 and approximately RMB161,000, respectively.

(d) 於二零零一年十一月，本公司與 EVG 有限公司(以下簡稱 EVG 公司)簽署股權轉讓協議，EVG 公司將以現金 5,787,000 美元為代價收購北京三環公司 25% 股權。交易完成後本公司仍將擁有在北京三環公司 29% 股權。於本年度 EVG 公司向本公司提出延緩支付股權轉讓價款，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并行使相應的股東權利。截至二零零二年十二月三十一日止，由於 EVG 仍未支付該等轉讓款，因此於本公司及本集團的財務報表中，仍以本公司分佔北京三環公司 54% 權益為原則編制基準。

(d) In November 2001, the Company entered into an equity transfer agreement with Canada EVG Enterprises Inc ("EVG"), pursuant to which EVG will pay a cash consideration of US\$5,787,000 to acquire a 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. During the year, EVG renegotiated with the Company for delaying the payment of the consideration for the equity transfer. Both parties then agreed that the rights and obligations of EVG's 29% equity ownership in Beijing Three Ring will be borne by the Company before the full settlement of the consideration. Up to 31st December 2002, the consideration had not been settled and the Company continued to consolidate Beijing Three Rings in its consolidated accounts based on its 54% equity interest held in the Company.

19. 投資於聯營公司

19. Investments in associated companies

		集團		公司	
		Group	Group	Company	Company
		2002	2001	2002	2001
		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
非上市股份投資成本	Unlisted investments, at cost	34,266	34,502	6,265	6,496
累計分佔聯營公司經營結果	Equity share of results of associated companies	(5,818)	(759)	-	-
		28,448	33,743	6,265	6,496

本公司董事會認為，於二零零二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 board of directors, as at 31st December 2002, the underlying values of the associated companies were not less than the carrying amounts of these investments in the books of the Company and of the Group.

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

於二零零二年十二月三十一日本集團的主要聯營公司資料如下： As at 31st December 2002, particulars of the principal associated companies of the Group are as follows:

聯營公司名稱 Name of associated companies	注册及主要 經營地點 Place of establishment and principal operation	注册資本 Registered capital	本公司所占權益(%) Equity interest(%)		主要業務 Principal activities
			直接持有 directly held	間接持有 indirectly held	
			青島啤酒(揚州)有限公司 Tsingtao Brewery (Yangzhou) Company Limited	中國揚州 Yangzhou, the PRC	
青島啤酒朝日飲品有限公司 Tsingtao Asahi Beverages Company Limited	中國青島 Qingdao, the PRC	人民幣 70,000,000 RMB 70,000,000	-	37.52%	國內生產及銷售茶飲料 Manufacturing and domestic trading of brewerages
遼寧瀋青青島啤酒銷售有 限公司 Liaoning Tsingtao Brewery Sales Co. Ltd	中國瀋陽 Shenyang, the PRC	人民幣 2,000,000 RMB 2,000,000	30%	-	國內啤酒貿易 Domestic trading of beer

聯營公司的經營結果在編制本集團的財務報表時已作權益法處理。

The operating results of associated companies have been included in the consolidated accounts using the equity method.

於二零零二年十一月，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。截至二零零二年十二月三十一日，相關的股權出讓手續尚未辦妥，而本公司亦未就該投資予以入賬。

In November 2002, Tsingtao Brewery Huanan Holding Company Limited and Tailian Brewery (Cayman Islands) Company Limited ("Tailian") signed an equity transfer agreement, pursuant to which the Company will purchase Tailian's 30% equity interest in Guangxi Nanning Wan Tai Brewery Company Limited from Tailian Brewery at a consideration of RMB96,000,000. The name of Nanning Brewery will also be changed to Tsingtao Beer (Nanning) Company Limited ("Nanning Company") afterwards. Since the equity transfer legal procedures had not been completed as at 31st December 2002, the Group did not account for this potential investment accordingly.