

西安公司與寶鷄啤酒股份有限公司(“寶鷄公司”)簽訂一租賃合同,由寶鷄公司將其除流動資產以外的全部資產以零租賃費方式租賃予於二零零三年一月,本公司與西安公司合資成立一控股子公司青島啤酒寶鷄有限責任公司(“寶鷄公司”)以從事啤酒生產業務。租賃期間,寶鷄公司需負責有關的營運成本。

(i) 於二零零三年一月,本公司與一關聯公司簽定《委托經營管理協議》。根據協議,本公司將對一關聯公司所持青島啤酒(揚州)有限公司80%的股權進行受托管理。

(iii) 於二零零三年一月,本公司與福建釀酒廠(新加坡)私人有限公司達成協議,以40,000,000元購入其在青島啤酒(福州)有限公司(“福州公司”)擁有的24%股權。本次交易後,本公司佔福州公司註冊資本由51%增加至75%。

(iv) 根據二零零三年一月二十三日通過之股東特別決議,本公司將法定股本由1,000,000,000元增加至1,308,219,178元,增加部份為308,219,178股每股面值1元之H股。

### 35. 去年比較數字

本集團根據香港會計師公會最近頒佈之會計準則第1號(修訂)“財務報表準則”、第11號(修訂)“外幣折算”及第15號(修訂)“現金流動表”編制各賬目。此舉導致多個賬項之呈報須予改變。比較數字已相應地予以重列。

此外,部份比較數字為因應二零零二年賬項之呈報而重新分類呈示。

Xian Company and Baoji Brewery Company Limited (“Baoji Company”) entered into a lease agreement in January 2003, pursuant to which Baoji Company leases all its operating fixed assets to Tsingtao Baoji Company at nil lease rentals. Tsingtao Baoji Company is a subsidiary jointly established by the Company and Xian Company for manufacturing of beers. During the lease term, Tsingtao Baoji Company will bear all the operating costs of Baoji Company.

(ii) In January 2003, the Company and a related company entered into a “Business Management Agreement” under which the Company has undertaken to manage the operations of Tsingtao Brewery (Yangzhou) Company Limited, which is 80% owned by the related company and 20% owned by the Company.

(iii) In January 2003, the Company entered into an agreement with Fujian Brewery (Singapore) Pte Limited for acquiring an additional 24% equity interest in Tsingtao Brewery (Fuzhou) Company (“Fuzhou Company”) Limited at a consideration of RMB40,000,000. After the transaction, the effective ownership percentage held by the Company in Fuzhou Company increased from 51% to 75%.

(iv) By a special resolution passed on 23rd January 2003, the authorised ordinary share capital was increased from RMB1,000,000,000 to RMB1,308,219,178 by the creation of 308,219,178 H Shares of RMB 1 each.

### 35. Prior year comparative figures

The Group has adopted the following new accounting standards: SSAP 1 (revised) “Presentation of financial statements”, SSAP 11 (revised) : Foreign currency translation” and SSAP 15 (revised) “Cash flow statements” recently issued by the HKSA. These have resulted in changes to the presentation of various items and comparative financial information has been restated accordingly.

In addition, certain comparable figures have been reclassified to conform with the current year's presentation.

**36. 賬目之批准**

本賬目於二零零三年四月二日經董事會  
批准及授權發行。

**36.Approval of accounts**

The accounts were approved and authorised for issue by the Board of  
Directors on 2nd April 2003.

按照中國會計準則及香港公認會計準則的比較

Comparison of PRC GAAP and HK GAAP

本集團根據中國《企業會計準則》、《企業會計制度》及有關法規（“中國會計準則”），為於中國發行之A股股東編制了一套截至二零零二年十二月三十一日止年度的法定財務報表。

The Group has prepared a separate set of statutory accounts for the year ended 31st December 2002 in accordance with PRC accounting standards and regulations (“PRC GAAP”) for shareholders of “A” shares of the Company.

由於中國會計準則與香港公認會計原則的不同，導致本集團匯報的資產、負債及除稅後利潤有所差別。其所帶來的主要差別摘要見附表如下：

Differences between PRC GAAP and HK GAAP give rise to differences in the reported balances of assets, liabilities and net profit of the Group. The financial effect of the material differences between PRC GAAP and HK GAAP are summarised and explained in the following table:

對於合併資產負債表之影響：

Impact on the consolidated balance sheet:

	2002 人民幣千元 RMB'000	2001 人民幣千元 RMB'000
按中國會計準則計算之總淨資產值： Net assets per accounts prepared under PRC GAAP	2,977,354	2,964,915
按香港公認會計原則所作之調整： HK GAAP adjustments:		
於一九九三年上市集資時按調劑中心匯率之調整(a) Swap rate adjustment on IPO proceeds in 1993 (a)	361,173	361,173
因匯率並軌而產生之遞延匯兌損益(a) Amortisation of exchange gain resulting from adoption of the unification of exchange rates (a)	(182,042)	(182,042)
按香港公認會計原則需多提的固定資產折舊(b) Additional depreciation charges under HK GAAP (b)	(89,924)	(78,444)
對按中國會計準則計算的商譽 / 負商譽攤銷的調整(c) Amortisation of goodwill/negative goodwill under PRC GAAP(c)	(46,153)	(33,710)
於一九九三年按調劑中心匯率的調整(e) Other swap rate adjustments in 1993 (e)	(37,878)	(37,878)
結算日後股東通過的擬派股息(d) Dividends declared after the balance sheet date (d)	220,000	110,000
其它 Others	(17,107)	(31,463)
按香港公認會計原則計算之總淨資產 Net assets per accounts prepared under HK GAAP	3,185,423	3,072,551

對於合併收益表之影響：

Impact on the consolidated profit and loss account:

	2002 人民幣千元 RMB'000	2001 人民幣千元 RMB'000
按中國會計準則計算之股東應佔盈利	230,657	102,888
<b>Profit attributable to shareholders under PRC GAAP</b>		
按香港公認會計原則所作之調整：		
<b>HK GAAP adjustments:</b>		
按香港公認會計原則需多提的固定資產折舊(b)	(11,480)	(11,480)
<b>Additional depreciation charges under HK GAAP (b)</b>		
對按中國會計準則計算商譽 / 負商譽攤銷的調整(c)	(12,443)	(17,889)
<b>Amortisation of goodwill/negative goodwill under PRC GAAP (c)</b>		
控股子公司獲豁免償還欠款(f)	1,464	9,439
<b>Forfeiture of payable balances of subsidiaries (f)</b>		
其它	14,347	554
<b>Others</b>		
按香港公認會計原則計算之股東應佔盈利	222,545	83,512
<b>Profit attributable to shareholders under HKGAAP</b>		

(a) 本公司於一九九三年在香港發行“H”股，並首次以按照香港公認會計原則編制財務報告。而該等報告內之外幣交易均以交易當時之外匯調劑中心(“調劑中心”)匯率換算為人民幣。在中國會計準則下則按業務發生時當日國家外匯牌價折合人民幣記賬。本公司是年發售H股而獲得之港幣收入均按調劑中心兌換人民幣，並因此產生匯兌損益約人民幣361,173,000元。

(a) Due to issuance of H shares in 1993, the Company had to report under HK GAAP for the first time since its establishment. For “H” share reporting, the Foreign Currency Exchange Swap Centre (“Swap Centre”) rates were used for translation of transactions denominated in foreign currencies instead of the official exchange rate adopted under the PRC GAAP. The proceeds from issuance of “H” shares that the Company collected in Hong Kong Dollar from investors were translated at the historical swap rate applicable at the time of the transaction. This has resulted in approximately RMB 361,173,000 exchange differences.

於一九九四年一月一日，中國實行外匯匯率並軌，本公司當日以外幣列賬的貨幣性資產及負債按統一的匯率（“統一匯率”）換算為人民幣。一九九四年一月一日的統一匯率主要是參考調劑中心的外匯價而換算。由此而產生的匯兌收益約為182,042,000元。這收益已按中國會計準則要求所編制的財務報表列為攤銷項目並分五年攤銷。但按香港公認會計原則編制的一九九三年度財務報表已採用外匯調劑中心的匯價編制，由此產生的匯兌收益已不需再次反映在當年的財務報表中。

(b) 由於根據香港公認會計原則和中國會計準則所編制的一九九三年財務報表採用了不同的外幣匯率，所以截至一九九三年十二月三十一日以外幣列賬的固定資產的成本產生了差異，以令按香港公認會計原則所編制的財務報表需於本年度多提約人民幣11,480,000元的折舊費用（二零零一年：11,480,000元）。

(c) 根據中國會計準則要求，本集團在取得對控股子公司的投資權益時所付出的成本低於本集團在被投資單位股東權益中所佔的份額時，有關差異應按10年的期限攤銷計入損益。在香港公認會計原則下，本集團投資成本與本集團應佔被投資單位可分離淨資產之公允價值的差額須確認為商譽或負商譽並按照有關規定作出攤銷。就兩準則不同的會計處理須減少按香港公認會計原則的淨利潤約12,443,000元（二零零一年：17,889,000元）。

As a result of the unification of exchange rates in the PRC effective on 1st January 1994, monetary assets and liabilities of the Company as at 1st January 1994 denominated in foreign currencies were translated into RMB using the unified rate. The unified rate on 1st January 1994 was effectively determined based on the Swap Centre rate. An exchange gain of RMB 182,042,000 arising from the retranslation of the foreign currency monetary assets and liabilities on 1st January 1994 was deferred and amortised into income over 5 years in the accounts prepared in accordance with PRC GAAP. Since the Swap Centre rates had already been used in preparing the accounts under HK GAAP as of and for the year ended 31st December 1993, the above noted exchange gain had already been reflected in the HK GAAP accounts as of and for the year ended 31st December 1993.

(b) As a result of the different foreign exchange rates adopted in preparing the accounts of 1993 under HK GAAP and PRC GAAP, the cost of fixed assets denominated in foreign currencies acquired up to 31st December 1993 was different between the two sets of accounts. This has resulted in additional depreciation charge of approximately RMB11,480,000 in the accounts prepared in accordance with HK GAAP in the current year (2001: RMB11,480,000).

(c) Under PRC GAAP, negative goodwill arising from the excess of the Group's share of the net assets of the subsidiaries acquired over the acquisition costs is amortised into the profit and loss account over 10 years. Under HK GAAP, the negative goodwill recognised is amortised on a straight-line basis over the weighted average remaining useful lives of the identifiable depreciable assets acquired. As a result of the difference in accounting treatments, net income was reduced by approximately RMB 12,443,000 (2001: RMB17,889,000) under HK GAAP.