

(按照中國會計準則編制) (Prepared in accordance with PRC accounting standards)

除特別說明外, 所有金額以人民幣元為單位 Amounts expressed in RMB unless otherwise stated

32. 股本

本公司註冊、已發行及已繳足之股本為 1,000,000,000 元(二零零一年: 1,000,000,000 元), 全部為 1,000,000,000 (二零零一年: 1,000,000,000) 股普通股, 每股面值 1 元。本公司股本結構情況如下:

32. Share capital

The authorised, issued and fully paid share capital of the Company is RMB1,000,000,000 (2001: RMB1,000,000,000) divided into 1,000,000,000 (2001: 1,000,000,000) shares of RMB1 each. A summary of the share capital is set out below:

		2002		2001	
		人民幣 RMB	比例(%) Percentage	人民幣 RMB	比例(%) Percentage
尚未流通股	Authorised and issued:				
國家股	State shares	399,820,000	39.98%	399,820,000	39.98%
國內法人股	PRC legal person shares	53,330,000	5.33%	53,330,000	5.33%
已上市流通股	Authorised and issued:				
國內公眾	PRC public shares	200,000,000	20.00%	200,000,000	20.00%
境外公眾股(H股)	Overseas public shares("H shares")	346,850,000	34.69%	346,850,000	34.69%
股本總數	Total	1,000,000,000	100.00%	1,000,000,000	100.00%

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。

By a special resolution passed on 23rd January 2003, the authorised registered 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 RMB1 each.

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33. 資本公積

33. Capital reserve

(a) 集團

(a) Group

		年初數 Beginning of year	本年增加 Additions	本年減少 Write back	年末數 End of year
股本溢價	Share premium	1,549,707,662	-	-	1,549,707,662
資產評估增值 儲備	Surplus on revaluation of fixed asset	6,304,398	-	-	6,304,398
接受捐贈	Donation received	4,238,603	-	-	4,238,603
控股子公司獲 豁免支付之 欠款	Forfeited payables balances of subsidiaries	9,439,335	1,464,531	-	10,903,866
其它	Others	4,817,221	-	-	4,817,221
合計	Total	1,574,507,219	1,464,531	-	1,575,971,750

(b) 公司

(b) Company

		年初數 Beginning of year	本年增加 Additions	本年減少 Write back	年末數 End of year
股本溢價	Share premium	1,549,707,662	-	-	1,549,707,662
資產評估增值 儲備	Surplus on revaluation of fixed asset	56,043,498	-	-	56,043,498
接受捐贈	Donation received	4,238,603	-	-	4,238,603
控股子公司獲 豁免支付之 欠款	Forfeited payables balances of subsidiaries	9,439,335	1,464,531	-	10,903,866
其它	Others	4,817,221	-	-	4,817,221
合計	Total	1,624,246,319	1,464,531	-	1,625,710,850

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34. 盈餘公積

34. Surplus reserves

(a) 集團

(a) Group

		年初數 Beginning of year	本年增加 Additions	本年減少 Write back	年末數 End of year
盈餘公積金	Surplus reserve	119,850,056	42,804,520	-	162,654,576
公益金	Public welfare fund	90,580,834	38,988,748	-	129,569,582
合計	Total	210,430,890	81,793,268	-	292,224,158

(b) 公司

(b) Company

		年初數 Beginning of year	本年增加 Additions	本年減少 Write back	年末數 End of year
盈餘公積金	Surplus reserve	104,427,431	22,325,410	-	126,752,841
公益金	Public welfare fund	75,158,210	22,325,410	-	97,483,620
合計	Total	179,585,641	44,650,820	-	224,236,461

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35. 未分配利潤

35. Unappropriated profits

	集團 Group		公司 Company	
	2002	2001	2002	2001
年初未分配利潤	179,964,360	243,120,432	204,825,341	263,893,488
Unappropriated profits, as previously reported				
追溯調整對利潤的累計影響數	-	(30,540,513)	-	(30,550,738)
Net income effect of prior year adjustments				
追溯調整對盈餘公積的累計影響數	-	6,354,093	-	6,110,146
Effect of prior year adjustments on surplus reserves				
年初未分配利潤 - 追溯調整後	179,964,360	218,934,012	204,825,341	239,452,896
Unappropriated profits brought forward, after retrospective prior year adjustments				
加：本年淨利潤	230,657,385	102,887,744	223,254,102	94,215,555
Add: Net profit for year				
減：提取盈餘公積金	(42,804,520)	(15,928,698)	(22,325,410)	(9,421,555)
Less: Profit appropriation to surplus reserve				
減：提取公益金	(38,988,748)	(15,928,698)	(22,325,410)	(9,421,555)
Less: Profit appropriation to public welfare fund				
減：應付普通股股利	(220,000,000)	(110,000,000)	(220,000,000)	(110,000,000)
Less: Dividends				
年末未分配利潤	108,828,477	179,964,360	163,428,623	204,825,341
Unappropriated profits carried forward				

36. 關聯企業交易

36. Related party transactions

關聯方的基本資料及與本集團的關係

Particulars of related parties and their relationships with the Group

關聯方關係主要是指：

Related party relationship mainly refers to:

1. 直接或間接地控制其它企業或受其它企業控制，以及同受某一企業控制的兩個或多個企業；

1. Control of another enterprise directly, indirectly or being subject to control by another enterprise, or two or more enterprises being subject to common control by another enterprise;

2. 合營企業；

2. Joint ventures;

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3. 聯營企業;

3. Associated companies;

4. 主要投資者個人、關鍵管理人員或與其關係密切的家庭成員;

4. Major investors, key management or their close family members;

5. 受主要投資者個人、關鍵管理人員或與其關係密切的家庭成員直接控制的其它企業。

5. Enterprises controlled directly by the major shareholders, key management or their close family members.

存在控制關係的關聯公司主要為控股子公司及聯營公司, 而有關該等公司的資料已詳列於本報告附注 4。

Related parties with control relationship mainly represent subsidiaries and associated companies of the Company. Particulars of those entities are detailed in Note 4.

不存在控制關係但有交易往來的關聯公司名稱及與本集團的關係分列如下:

The name and relationship of the related parties with no control relationship with the Group but with transactions or balances outstanding are as follows:

公司名稱 Name of company	與本集團的關係 Relationship with the Group
青島啤酒集團有限公司 Tsingtao Brewery Group Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒實業有限公司 Tsingtao Brewery Shi Ye Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒房地產有限公司 Tsingtao Brewery Real Estate Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒工程有限公司 Tsingtao Brewery Engineering Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒物業管理有限公司 Tsingtao Brewery Property Management Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒廣告傳播有限公司 Tsingtao Brewery Advertising Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒物資經營有限公司 Tsingtao Brewery Trading Co., Ltd.	部份相同董事及相同大股東 Certain common directors and common major shareholder
青島啤酒(漳州)有限公司 Tsingtao Brewery (Zhangzhou) Company Limited	部份相同董事及相同大股東 Certain common directors and common major shareholder
西安漢斯啤酒飲料總廠 Xian Hans Beverages Company Limited	控股子公司少數股東 Minority shareholder of a subsidiary
日本朝日啤酒株式會社 Asahi Breweries Limited	控股子公司少數股東 Minority shareholder of a subsidiary

會計報表附注(續)

Notes to the Financial Statements (Cont'd)

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公司名稱 Name of company	與本集團的關係 Relationship with the Group
日本伊藤忠商事株式會社 Itochu Corporation	控股子公司少數股東 Minority shareholder of a subsidiary
日本住金物產株式會社 Sumikin Bussan Corporation	控股子公司少數股東 Minority shareholder of a subsidiary
山東省棗莊市薛城區國有資產營運中心 Shandong Zaozhuang City, Xuecheng District State Owned Operations Centre	控股子公司少數股東 Minority shareholder of a subsidiary
江蘇沛縣國有資產經營公司 Jiangsu Pexian State Owned Operations Centre	控股子公司少數股東 Minority shareholder of a subsidiary
山東濰坊藍仔啤酒有限公司 Shandong Weifang Lanzai Brewery Company Limited	控股子公司少數股東 Minority shareholder of a subsidiary
四川火炬化工廠有限公司 Sichuan Huo Ju Hua Gong Company Limited	控股子公司少數股東 Minority shareholder of a subsidiary
北京雙合盛五星三環股份有限公司 Beijing Asia Shuang He Sheng Five Star Beer Company Limited	控股子公司少數股東 Minority shareholder of a subsidiary
福建釀酒廠(新加坡)私人有限公司 Fuzhou Brewery (Singapore) Private Company Ltd.	控股子公司少數股東 Minority shareholder of a subsidiary
歐美投資有限公司 On Mei Investment Company Limited	控股子公司少數股東 Minority shareholder of a subsidiary
珠海市鬥門皇妹企業集團公司 Zhuhai Doumen Huang Mei Enterprise Group Company	控股子公司少數股東 Minority shareholder of a subsidiary
青島啤酒(廣州)總經銷有限公司 Tsingtao Brewery (Guangzhou) General Agency Co. Ltd.	聯營公司 Associated company
北京青島啤酒銷售有限責任公司 Beijing Tsingtao Brewery General Agency Co. Ltd.	聯營公司 Associated company
青華國際貿易發展有限公司 Qinghua International Trade Development Corporation	聯營公司 Associated company
青島啤酒(揚州)有限公司 Tsingtao Brewery (Yangzhou) Company Limited	聯營公司 Associated company

以上關聯企業於本年內均無持有本公司之股權。

None of the above related companies owned any shares of the Company during the year.

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(a) 由本集團與關聯企業的主要交易金額 (a) The Group had the following material transactions with related companies:
如下:

		2002	2001
包括於主營業務收入內:	Included in turnover:		
北京青島啤酒銷售有限責任公司	Beijing Tsingtao Brewery General Agency Co., Ltd.	-	91,300
青華國際貿易發展有限公司	Qinghua International Trade Development Corporation	-	4,036,870
青島啤酒(揚州)有限公司	Tsingtao Brewery (Yangzhou) Company Limited	-	1,465,274
合計	Total	-	5,593,444
包括於主營業務成本內:	Included in cost of sales:		
青島啤酒實業有限公司	Tsingtao Brewery Shi Ye Co., Ltd.	6,954,577	434,909
青島啤酒(揚州)有限公司	Tsingtao Brewery (Yangzhou) Company Limited	-	743,269
青島啤酒物資經營有限公司	Tsingtao Brewery Trading Co., Ltd.	20,777,289	1,361,000
山東濰坊藍仔啤酒有限公司	Shangdong Weifang Lanzai Brewery Company Limited	467,125	1,669,211
西安漢斯啤酒飲料總廠	Xian Hans Beverages Company Limited	-	353,748
合計	Total	28,198,991	4,562,137
關聯企業為本集團提供廣告服務:	Advertising services provided by a related company		
青島啤酒廣告傳播有限公司	Tsingtao Brewery Advertising Co., Ltd.	36,077,725	8,893,322
關聯企業為本集團提供設備安裝 工程服務:	Equipment installation services provided by a related company:		
青島啤酒工程有限公司	Tsingtao Brewery Engineering Co., Ltd.	-	323,230
關聯企業為本集團借款提供的擔保:	Guarantees provided by related companies:		
日本朝日啤酒株式會社, 日本伊 藤忠商事株式會社、日本住金 物產株式會社	Asahi Breweries Limited, Itochu Corporation, Sumikin Bussan Corporation	125,000,000	125,000,000
青島啤酒集團有限公司	Tsingtao Brewery Group Co., Ltd.	875,005,661	1,355,006,000
合計	Total	1,000,005,661	1,480,006,000

另青島啤酒集團有限公司於二零零一年間為本公司一名客戶及一關聯公司的應收賬款還款計劃提供了約105,000,000元的擔保。詳情見附注16。

During the year, Tsingtao Brewery Group Co., Ltd., provided a guarantee for the accounts receivable repayment plan of RMB105,000,000 due collectively from a customer and a related company. Please refer to Note 16 for details.

本公司董事會認為與關聯企業之交易均屬正常業務往來, 並按本集團及有關關聯企業相方議定的條件進行。

The Board of Directors of the Company consider all transactions undertaken with the related parties are made in the ordinary course of business and on the basis and terms agreed by both parties.