

# 監事會報告

## Report of the Supervisors



孫賈堯先生  
Mr. SUN Jia Yao

各位股東：

本人謹此提呈青島啤酒股份有限公司二零零五年度之監事會報告，敬請各位股東審閱。

### 一. 監事會主要工作回顧

報告期內，監事會嚴格按照國家相關法律法規及《公司章程》的有關規定，通過法定程序，認真履行職責，依法行使職權，維護了公司和股東的利益。

#### 1. 報告期內會議召開情況

二零零五年度，公司監事會共召開6次會議，選舉孫賈堯先生為青島啤酒股份有限公司第五屆監事會主席；審議通過了公司二零零四年監事會工作報告，公司二零零四年季度報告、半年度報告、年度報告、利潤分配方案，公司二零零五年經營預算方案，關於申請30億元委託貸款額度的議案，公司資產核銷相關事項的議案，青島啤酒(天門)有限公司停產清算資產處置方案，青啤西安公司在陝西榆林新建啤酒廠可行性方案等議案。

Dear shareholders,

I hereby present the 2005 Report of the Supervisors of Tsingtao Brewery Company Limited for your kind review.

### I. Review of Main Work in Board of Supervisors

In the report period, the Board of Supervisors maintained the interests of the Company and its shareholders through legal procedures, by seriously undertaking its responsibilities and legally carrying out its authorities strictly pursuant to the State laws and regulations, as well as the relevant stipulations in the *Articles of Association* of the Company.

#### 1. Meetings Held in the Report Period

In 2005, the Board of Supervisors totally held 6 meetings, electing Mr. SUN Jia Yao Chairman of the 5th Board of Supervisors of Tsingtao Brewery Company Limited; reviewing and approving cases including 2004 Work Report of the Board of Supervisors, the Company's 2004 Quarterly Reports, Interim Report, Annual Report, Profit Distribution Scheme, 2005 Operational Budget Scheme, Case of Application for Credit Line for RMB3,000,000,000 Entrusted Loan, Case of Matters related to Verification of the Company's Assets, Close, Litigation and Assets Disposal Scheme of Tsingtao Brewery (Tianmen) Company Limited, and Case of Feasibility of Establishing Brewery in Yulin, Shaanxi Province by Tsingtao Brewery (Xi'an) Company Limited.

2. 對公司營銷運作、工程項目和物資採購等大量資金支出項目進行監督

二零零五年，公司監事會責成監事辦對公司生產用啤酒瓶、瓶蓋、紙箱、商標以及大米等大宗物資採購招標過程的公開、公平、公正性進行了現場監督；對青島啤酒(蓬萊)有限公司舊設備拍賣，青島啤酒二廠部分設備招標過程實施了監督；參加了公司技改擴建工程項目竣工決算審計的招標，公司科研儀器採購、促銷品設計、青島啤酒網絡廣告代理的招標工作。

2. Supervision over Projects involving Large Amount Expenses in Marketing, Engineering Projects and Resources Purchase

In 2005, the Board of Supervisors instructed its Office to provide site supervision over the openness, fairness and justice during the bidding for purchase of resources such as bottle, bottle cap, paper-box, trade mark, rice, and etc.; supervise during the auction of the old equipments in Tsingtao Brewery (Penglai) Company Limited, and bidding for some equipments in Tsingtao Brewery No. 2; participate in the bidding for the final accounts auditing for the completion of technical improvements and expansion project of the Company, bidding for purchase of scientific research instruments, design of promotional items, and the internet advertising agent for Tsingtao Beer.



二. 對有關事項的獨立意見

1. 公司依法運作情況

年內，監事會根據國家相關法律法規及《公司章程》的有關規定，參加和列席參加了年度股東大會和歷次董事會會議，對公司股東大會、董事會的召開程序、決策程序及決議的執行情況，公司高級管理人員執行職務情況及公司管理制度制定等進行了監督。監事會認為，本公司董事及高級管理人員在經營管

II. Independent Comments to the Concerned Issues

1. Compliant Operation

Within the year, the Board of Supervisors attended and sat in on the Annual General Meeting and meetings of Board of Directors, and supervised the procedures of holding meetings, procedures of decision-making, and implementation of resolutions of general meeting and meeting of Board of Directors, undertaking their duties by the senior management and working out the



理中均能按照國家相關法律法規及《公司章程》的有關規定，認真履行職責，依法經營，規範運作，各項決策程序合法。公司董事會以股東和公司整體利益為出發點，認真履行了股東大會的各項決議和授權，法人治理結構、內部管理和內部控制制度等在運作中不斷健全和完善。經營班子嚴格執行董事會決議，重大項目投資符合程序，建立並不斷完善了內控制度，信息披露能夠做到及時、準確、透明。董事和全體高級管理人員誠實守信，勤勉盡職，未發現其在執行職務時有違反法律、法規、公司章程或損害公司利益的情況，也沒有濫用職權、損害股東和員工利益的行為。

## 2. 檢查公司財務狀況

報告期內，監事會依法對公司的季度報告、半年度報告、年度報告進行了認真、細致的審議，認為公司二零零五年度財務報告真實，在所有重大方面公允地反映了公司的財務狀況和經營成果，會計核算和財務管理符合國家相關法律法規的規定，利潤分配預案符合公司經營現狀，有利於公司的長遠發展。

managing regulations of the Company, under the related State laws and regulations, and requirements in the *Articles of Association* of the Company. The Board of Supervisors views that, all Directors and members of senior management do follow the requirements in the State regulatory laws and regulations, and related requirements in the *Articles of Association* of the Company in operations and management through seriously undertaking their duties, legally operating and making decisions. For the overall interests of its shareholders and the Company, the Board of Directors seriously undertakes the resolutions and authorizations of the general meeting, gradually completes and improves corporate governance structure, internal management and internal control system in the operations. The operational team strictly implements the resolutions of the Board of Directors, invests in significant projects in order, establishes and gradually improves the internal control system, and discloses the information timely, accurately and transparently. The Directors and all members of senior management are honest and integrity, diligent and responsible, and not found any behavior of breaching any laws, regulations, the *Articles of Association* of the Company or damage any interests of the Company, nor abusing their authorities or damaging the interests of its shareholders and staffs when undertaking their duties.

## 2 Review of the Financial Conditions

In the report period, the Board of Supervisors believed that, after seriously and carefully reviewing the Company's Quarterly Reports, Interim Report and Annual Report under the laws, the Company's 2005 Financial Statements truly and fairly reflected its financial conditions and operational results in all significant aspects, the financial accounting and financial management were under the requirements of the relevant State laws and regulations, the Profit Distribution Scheme was complied with the current operational situation of the Company, and all of the aforesaid factors were beneficial to the Company's development in long term.

## 監事會報告(續) Report of the Supervisors (Continued)

### 3. 最近一次募集資金使用情況

報告期內，本公司無新募集的A股資金及前次A股募集資金使用到本期的情況。

### 4. 報告期內公司出售、收購資產情況

監事會認為，報告期內，公司收購資產項目時，嚴格遵守相關規定，程序規範，價格公允，未發現有內幕交易和損害公司及股東利益的行為。

### 5. 報告期內關聯交易情況

監事會認為，報告期內公司發生的關聯交易程序規範，價格公允，未發現有損害公司及股東利益的行為。

監事會在二零零六年工作中，將依據國家相關法律法規的有關規定，提請股東大會對《公司章程》、《監事會議事規則》相關部分進行修改調整，並嚴格按照規定，認真履行職責，依法行使職權，不斷加強監督檢查力度，維護全體投資者的利益。同時，對各位股東和公司員工一年來對監事會工作的關心、愛護、支援與幫助，致以崇高的敬意和衷心的感謝。

監事會主席  
孫賈亮

二零零六年三月三十一日

### 3. Latest Use of Proceeds

In the report period, there were no new proceeds from issuance of A-share, nor such proceeds from the previous issuance used till this period.

### 4. The Assets Sales and Purchase in the Report Period

The Board of Supervisors views that, in the report period, the Company strictly abides by the relevant laws and regulations by purchasing assets in normal procedures and at reasonable price, and does not find any behaviors of insider transaction or damaging the interests of the Company and its shareholders.

### 5. Related Party Transaction in the Report Period

The Board of Supervisors believes that, the process of related party transactions occurred in the report period is complied with the relevant regulations and at a reasonable price. No behaviors of damaging the interests of the Company and its shareholders being found.

In 2006, the Board of Supervisors would apply at the General Meeting to revise and adjust the relevant parts in the *Articles of Association* and *Discussing Rules of Board of Supervisors*, carefully undertake its duties and responsibilities pursuant to the concerned regulations, legally undertake its authorities, gradually strengthen the supervision and examination to maintain the interests of all investors. In the same time, I hereby deliver my sincere respects and thanks to all shareholders and our staffs for their care, support and assistance to our work in the last year!

Chairman of Board of Supervisors:  
SUN Jia Yao

31 March 2006