

# 重要事項

## Significant Events

### 一. 報告期內公司的重大訴訟、仲裁事項

本公司二零零一年度報告中披露的青島市光明總公司(「光明總公司」)訴本公司違反經銷合同案，最高人民法院於二零零五年十一月二十一日做出終審判決，本公司需賠償光明總公司各項費用本金約人民幣2,485萬元(本公司已根據一審判決結果於二零零四年度財務報告中預提)；光明總公司需向本公司支付貨款人民幣659萬元並返還其佔用的車輛及啤酒設備。本案現正在執行中。



### 二. 報告期內公司收購兼併及出售資產事項

為推進公司區域市場整合，公司董事會於二零零五年十月十三日批准與安丘市國有資產經營公司及安丘市人民政府簽署《股權轉讓協議書》，該協議約定以妥善安置職工為條件，公司將所持青島啤酒(安丘)有限公司(「安丘公司」)95%股權轉讓與安丘國有資產經營公司持有，安丘公司年產能5萬千升。

### 1. Material Litigations and Arbitrations

For the lawsuit disclosed in the Company's 2001 Annual Report that Qingdao Guangming General Company ("Guangming Company") prosecuted the Company for breach of the Sales Contract, the Supreme People's Court made final judgment on 21 November 2005 that, the Company should compensate Guangming Company approximately RMB24,850,000 (the Company had accrued for damage in the 2004 Financial Statements in accordance with the initial judgment) for the principal of all of its expenses; while Guangming Company was requested to pay RMB6,590,000 for the goods, and return the vehicles and beer appliance occupied by them to the Company. For the time being, the judgment is under implementation.

### 2. Sales of Assets and M&A

To promote the integration of its regional markets, the Board of Directors of the Company approved to sign *Equity Transfer Agreement* with Anqiu State-owned Assets Operating Co., Ltd. and the People's Government of Anqiu on 13 October 2005, in which the *Agreement* stipulated that the Company transferred its 95% stake in Tsingtao Brewery (Anqiu) Company Limited ("Anqiu Company"), whose annual output capacity may reach 0.5 million hl, to Anqiu State-owned Assets Operating Co., Ltd. in the condition that the latter party should appropriately allocate the staffs in Anqiu Company.

## 重要事項 (續) Significant Events (Continued)

### 三. 報告期內提供擔保及委託貸款事項

報告期內，本公司對外擔保均係為附屬公司銀行貸款和票據提供的擔保，並經董事會批准。截至二零零五年十二月三十一日止，本公司為下屬控股子公司的銀行貸款和承兌匯票提供擔保的總金額為人民幣41,802萬元；為全資附屬公司青島啤酒香港貿易有限公司的一筆往來借款提供連帶責任擔保的金額為美元1,500萬元（約合人民幣12,105.30萬元）。另外，本公司控股子公司青島啤酒第五有限公司為其持股40%的青島青啤朝日飲品有限公司借款按股權比例提供人民幣2,400萬元的擔保。

報告期內，本公司沒有發生委託理財事項。為保障子公司的生產經營，經公司董事會批准，本公司為下屬子公司合計發放的委託貸款總金額約為人民幣272,966萬元。

### 四. 託管事項

根據本公司與青島啤酒集團有限公司（「集團公司」）簽訂的《委託經營管理協議》及其補充協議，報告期內本公司繼續對集團公司在青島啤酒（揚州）有限公司（「揚州公司」）中持有的80%股權進行受託管理，並將揚州公司納入財務報表合併範圍。

### 五. 重大關聯交易事項

報告期內無持有本公司股權的企業與本公司發生關聯交易。公司關聯交易的關聯方主要為聯營企業及其他關聯方，詳情載於隨附財務報表之附注。

### 3. Guarantees and Trusted Loans Provided

In the report period, all of the Company's guarantees to third parties were for bank loans and commercial bills of its subsidiaries under the approval of the Board of Directors. As of 31 December 2005, the total amount by the Company to guarantee for the bank loans and accepted bills of exchange of its subsidiaries was RMB418,020,000; and the amount of the guarantee to take corresponding responsibilities for a loan of its fully-owned subsidiary Tsingtao Brewery (Hong Kong) Trading Company Limited was USD15,000,000 (approximate RMB121,053,000). Besides, Tsingtao Brewery No. 5 Company Limited, a subsidiary of the Company, provided guarantee of RMB24,000,000 for loans of Qingdao Tsingtao Beer Asahi Company Limited, in which it held 40% equity interest, according to its holding percentage.

In the same period, no trusted wealth management arrangement occurred. To secure the production and operation of its subsidiaries, about RMB2,729,660,000 in aggregate of trusted loans was provided by the Company to its subsidiaries under the approval of the Board of Directors.

### 4. Custody

Under the *Entrusted Operation and Management Agreement* and its supplementary agreement signed between the Company and Tsingtao Brewery Group Company Limited ("Group Company"), the Company went on to manage the Group Company's 80% stake in the Tsingtao Brewery (Yangzhou) Company Limited ("Yangzhou Company") as its custodian and included it into the consolidating scope of the Financial Statements in the report period.

### 5. Material Related Party Transactions

In the report period, there were no related party transactions between the enterprises holding the Company's shares and the Company. Most of the related parties with transactions during the year are associated companies and other related parties. For details, please refer to the notes to the Financial Statements enclosed.