

## 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2001年度報告中披露的青島市光明總公司（「光明公司」）訴本公司違反經銷合同案，最高人民法院於2005年11月21日做出終審判決，本公司賠償光明總公司各項費用本金約需人民幣2,485萬元（本公司已根據一審判決結果於2004年度財務報告中預提）；同時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。本案於2006年1月進入執行情序後，本公司與光明公司於2006年2月完成了車輛、設備等實物的交接；並於2006年11月與光明公司達成執行和解協議並履行完畢，共向光明公司支付2,080萬元。2006年11月30日，山東省高級人民法院向本公司送達了執行終結裁定書，本案執行完畢。



### 二. 報告期內收購及新建事項

1. 經本公司董事會批准，本公司下屬控股子公司所轄 — 青島啤酒漢斯寶雞有限公司（「漢斯寶雞公司」）與公司其他關聯方 — 寶雞啤酒股份有限公司（「寶啤股份」），於2006年3月簽訂《資產買賣協議》，約定漢斯寶雞公司以自有資金現金12,332萬元人民幣購買寶啤股份擁有的東廠的房屋、土地及機器設備等與啤酒生產相關的資產，該等資產的評估價值為11,044萬元人民幣，賬面原資產價值為9,780萬元人民幣。這次收購價格的確定依據是按照評估溢價的11%。目前，所收購資產的過戶手續已辦理完畢。

### I 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 compensated Guangming Company approximately RMB24.85 million (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 RMB6.59 million for the goods, and return the vehicles and beer appliance occupied by it to the Company. After the case entered the procedure of execution in January 2006, the Company and Guangming Company had completed the hand-over of materials including vehicles and equipment in February 2006; and finalized an execution reconciliation agreement between them and completed the implementation of it in November 2006, with a total payment of RMB20.8 million to Guangming Company. On 30 November 2006, Shandong Supreme People's Court delivered the determination of conclusion of execution to the Company, and hence the execution of the case was completed.

### II Acquisitions and Greenfields

1. Under the approval of the Board, Tsingtao Brewery Hans Baoji Company Limited ("Hans Baoji"), managed by the controlling subsidiary of the Company, signed *Assets Sales Agreement* in March 2006 with Baoji Brewery Co., Ltd. ("Baoji Brewery"), a related party of the Company, pursuant to which Hans Baoji purchased the brewing-related assets including premises, lands, and machinery and equipment from the East Plant of Baoji Brewery for RMB123.32 million with its own funds in cash. These assets are valued at RMB110.44 million, and its original face value is RMB97.8 million. The determination of the purchase price is based on the 11% of the premium of the valued price. At present, the transfer of purchased assets has been completed.

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2. 經本公司董事會批准，公司在濟南投資新建一期年產20萬千升啤酒生產基地，項目總體規劃為40萬千升，其中，一期工程計劃總投資約3億元人民幣，預計於2007年底投產。本公司全資擁有的青島啤酒(濟南)有限公司已於2006年11月1日成立，註冊資本為8,000萬元人民幣，對鞏固和拓展本公司現有山東基地市場份額具有重要的戰略意義。

2. Under the approval of the Board of Directors, the Company invests and establishes the first part of a brewery base in Jinan with annual output capacity of 2 million hl, and its planned total output capacity may reach 4 million hl. The total investment for the first part of this project is about RMB300 million. It is expected that the first part of the project will be put into production at the end of 2007. Tsingtao Brewery (Jinan) Company Limited, wholly owned by the Company, was established on 1 November 2006 with registered capital of RMB80 million, which has significant strategic meanings in consolidating and expanding the Company's existing market share in Shandong Province.

### 三. 報告期內公司對子公司提供擔保及委託貸款事項

報告期內，本公司對外擔保均系為附屬公司銀行貸款和票據以及往來借款提供的擔保。截至2006年12月31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48,300萬元；其中包括為全資附屬公司青島啤酒香港貿易有限公司的一筆金額為美元1,500萬元往來借款提供的連帶責任擔保。

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向境內商業銀行申請的總額為2,400萬元人民幣的授信業務提供展期擔保，擔保期限為12個月，自2006年7月16日至2007年7月15日。詳情請見本公司於2006年7月18日發出之公告。

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，本公司為下屬控股子公司合計發放的委託貸款總金額約為人民幣258,916萬元。

### 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。

### III Guarantees and Trusted Loans Provided to Subsidiaries

In the reporting period, all of the Company's guarantees to the outside were those for bank loans, bills and recurrent loans of its subsidiaries. As of 31 December 2006, the total amount guaranteed by the Company for the bank loans and accepted bills of exchange of its controlling subsidiaries reached RMB483 million, in which including the guarantee to take corresponding responsibilities for a recurrent loan of its wholly-owned subsidiary Tsingtao Brewery (Hong Kong) Trading Company Limited of USD15,000,000.

In addition to these, Tsingtao Brewery No. 5 Company Limited, the controlling subsidiary of the Company, provided extension guarantee for loans of total amount of RMB24 million applied by Qingdao Tsingtao Beer Asahi Company Limited, in which it holds 40% stake, to the domestic commercial banks. The period of the guarantee is 12 months from 16 July 2006 to 15 July 2007. For further details of it, please refer to the announcement made by the Company both at home and in abroad on 18 July 2006.

In the same period, no trusted wealth management issues occurred. To secure the production and operation of its subsidiaries, about RMB2,589,160,000 in aggregate of trusted loans was provided by the Company to its controlling subsidiaries.

### IV 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 Tsingtao Brewery (Yangzhou) Company Limited ("Yangzhou Company") as its custodian and included it into the consolidating scope of financial statements during the reporting period.

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### 五. 報告期後重大事項

根據國務院國有資產監督管理委員會批准，青島市國資委將登記在其名下的39,982萬股本公司股份(佔本公司已發行股份總數的30.56%)全部無償劃轉至其全資子公司—集團公司持有，上述劃轉的股份過戶手續已於2007年4月4日辦理完畢。目前，青島市國資委不再直接持有本公司股份，集團公司為本公司第一大股東。

### V Significant Events after the Reporting Period

Under the approval of the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”), SASAC Qingdao has completed the procedures of transfer of 399,820,000 shares (30.56% of listed shares of the Company) registered under its name to its wholly-owned subsidiary Tsingtao Brewery Group Company Limited at nil consideration on 4 April 2007. By now, SASAC Qingdao no longer directly holds any shares in the Company and Tsingtao Brewery Group Company Limited becomes the largest shareholder of the Company.

