

Chapter 1

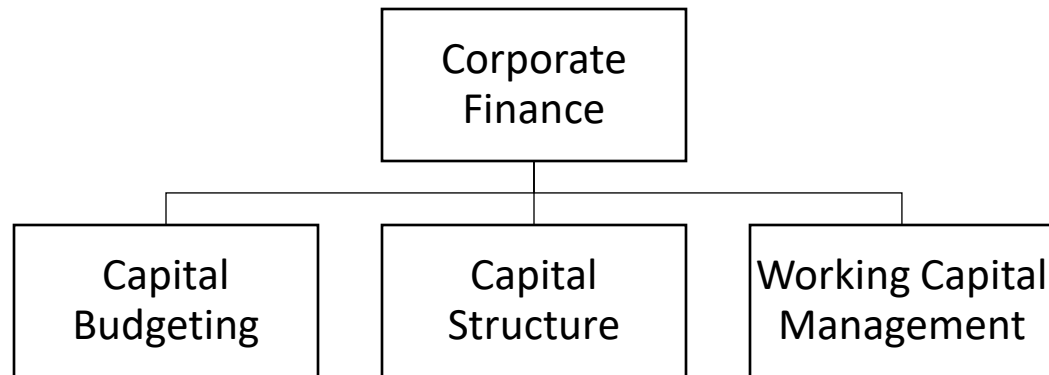
Introduction to Corporate Finance

1.1 What Is Corporate Finance?

Corporate Finance addresses the following three questions:

1. What long-term investments should the firm choose?
2. How should the firm raise funds for the selected investments?
3. How should short-term assets be managed and financed?

Corporate Finance



- What long-term investments should you take? (Capital Budgeting)
- Where will you get the long-term financing to pay for your investment? (Capital Structure)
- How will you manage your everyday financial activities? (Working Capital Management)

Working capital is a day-to-day activity that ensures that the firm has sufficient resources to continue its operations and avoid costly interruptions. How much cash should we keep on hand?

Balance Sheet Model of the Firm

Total Value of Assets:

Current Assets

Fixed Assets

1 Tangible

2 Intangible

Total Firm Value to Investors:

Current
Liabilities

Long-Term
Debt

Shareholders'
Equity

The Capital Budgeting Decision

Current Assets

Current
Liabilities

Long-Term
Debt

Fixed Assets

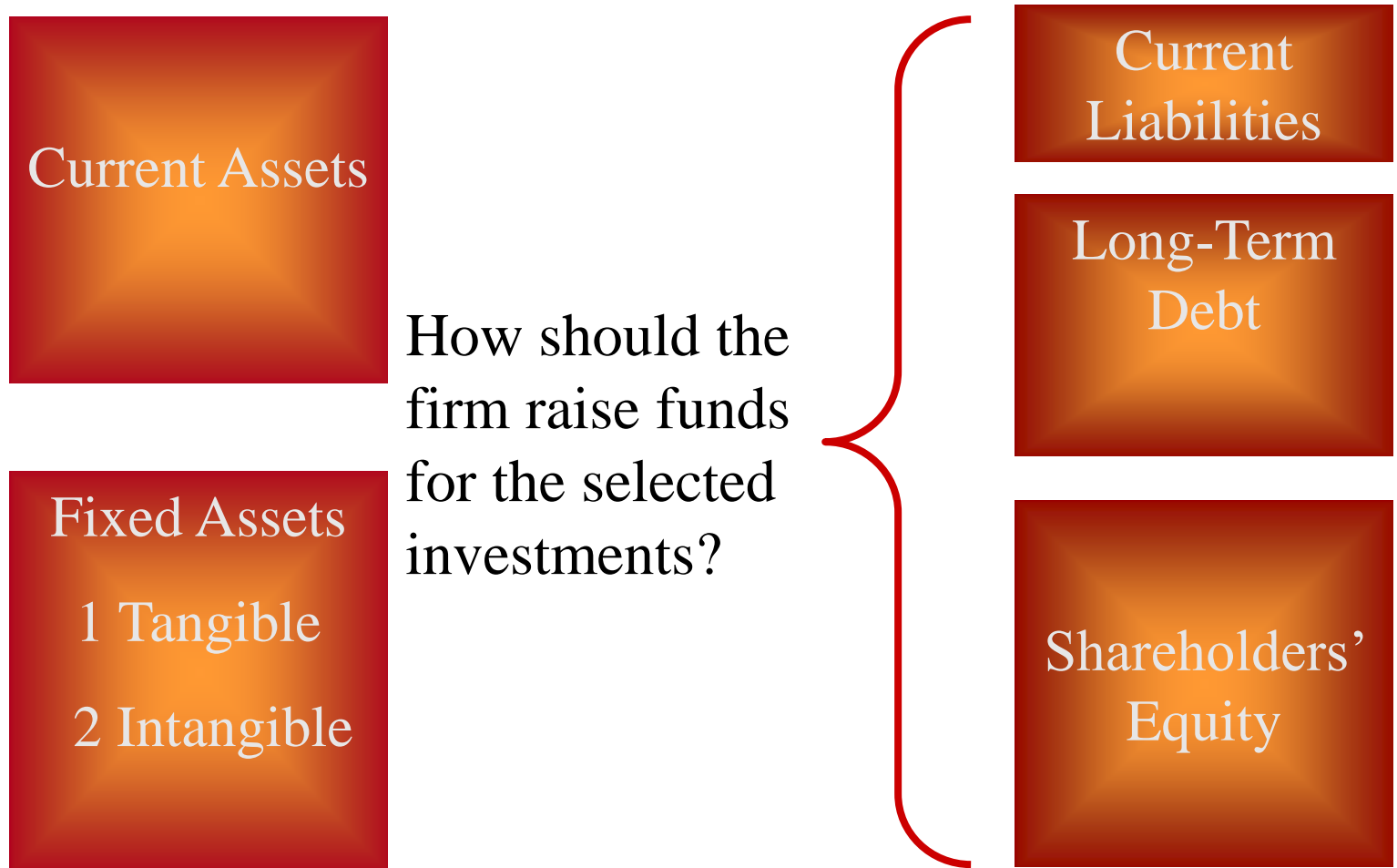
1 Tangible

2 Intangible

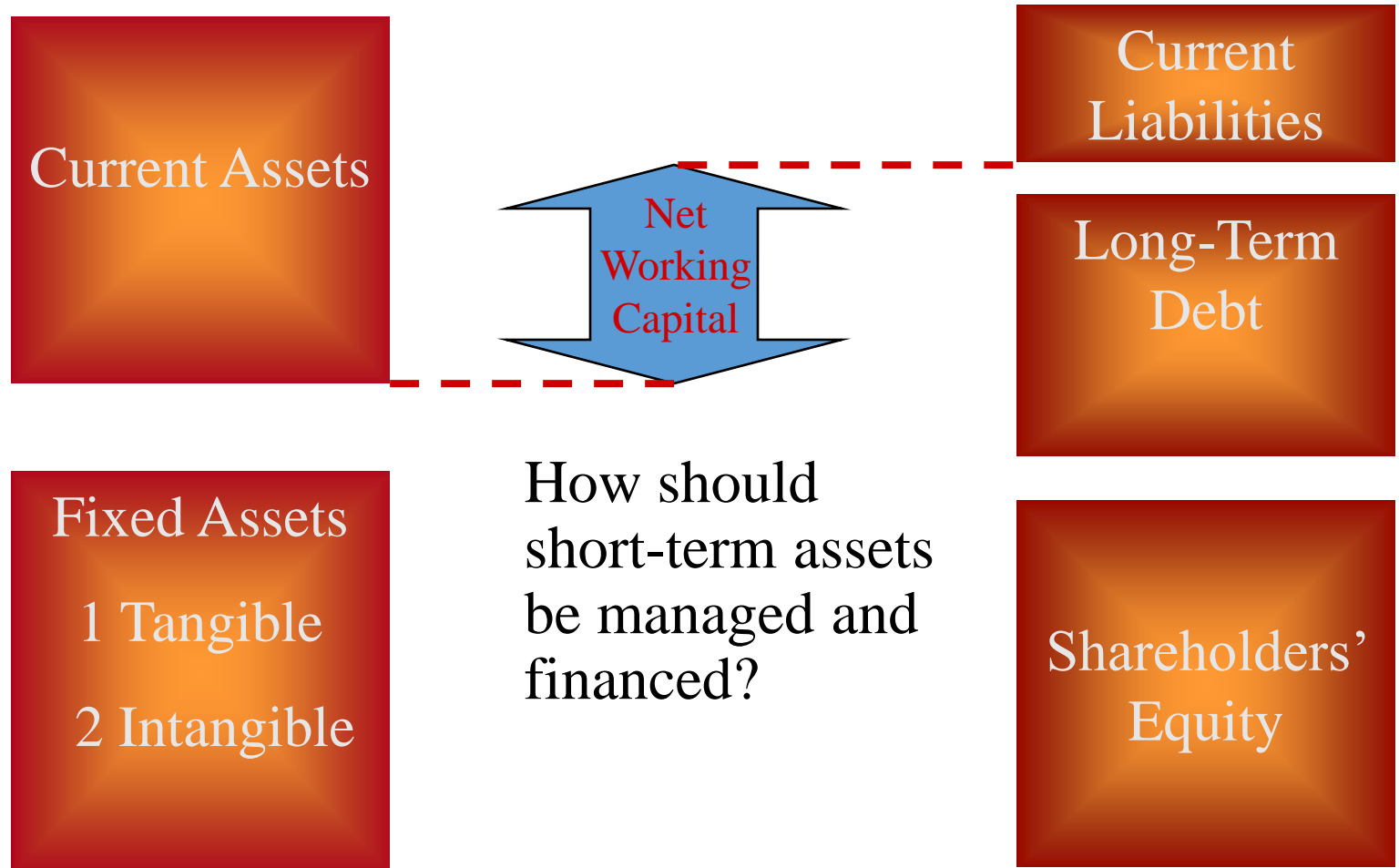
What long-term
investments
should the firm
choose?

Shareholders'
Equity

The Capital Structure Decision



Short-Term Asset Management



1.2 The Corporate Firm

- The corporate form of business is the standard method for solving the problems encountered in raising large amounts of cash.
- However, businesses can take other forms.
- We consider the three basic legal forms of organizing firms

Forms of Business Organization

- The Sole Proprietorship
- The Partnership
 - General Partnership
 - Limited Partnership
- The Corporation

Sole Proprietorship

Business owned by one person

- Advantages
 - Easiest to start
 - Least regulated
 - Single owner keeps all of the profits
 - Taxed once as personal income
- Disadvantages
 - Limited to life of owner
 - Equity capital limited to owner's personal wealth
 - Unlimited liability
 - Difficult to sell ownership interest

个人独资企业，是指依照本法在中国境内设立，由一个自然人投资，财产为投资人个人所有，投资人以其个人财产对企业债务承担无限责任的经营实体。 -- 《中华人民共和国个人独资企业法》

Partnership

Business owned by two or more persons

- Advantages
 - Two or more owners
 - More capital available
 - Relatively easy to start
 - Income taxed once as personal income
- Disadvantages
 - Unlimited liability
 - General partnership
 - Limited partnership
 - Partnership dissolves when one general partner dies or wishes to sell
 - Difficult to transfer ownership

本法所称合伙企业，是指自然人、法人和其他组织依照本法在中国境内设立的普通合伙企业和有限合伙企业。--《中华人民共和国合伙企业法》

- 普通合伙企业由普通合伙人组成，合伙人对合伙企业债务承担无限连带责任。
- 有限合伙企业由普通合伙人和有限合伙人组成，普通合伙人对合伙企业债务承担无限连带责任，有限合伙人以其认缴的出资额为限对合伙企业债务承担责任。

Partnership

- In a general partnership all partners agree to provide some fraction of the work and cash and to share the profits and losses. Each partner is liable for all of the debts of the partnership. A partnership agreement specifies the nature of the arrangement.
- Limited partnerships permit the liability of some of the partners to be limited to the amount of cash each has contributed to the partnership. Limited partnerships usually require that (1) at least one partner be a general partner and (2) the limited partners do not participate in managing the business.

合伙制私募基金

- 非公开募集资金，以进行投资活动为目的设立的公司或者合伙企业，资产由基金管理人或者普通合伙人管理的，其登记备案、资金募集和投资运作适用本办法。--《私募投资基金监督管理暂行办法》
- 合伙制私募基金，是以《合伙企业法》为基础，采取合伙制企业的组织形式，由普通合伙人（即基金管理人）和有限合伙人（即投资者）有机组成。有限合伙人是资金主要提供者，不参与企业日常管理。

ALIBABA PARTNERSHIP — SEC Form F-1

- “Since our founders first gathered in Jack Ma’s apartment in 1999, they and our management have acted in the spirit of partnership. We view our culture as fundamental to our success and our ability to serve our customers, develop our employees and deliver long-term value to our shareholders. In July 2010, in order to preserve this spirit of partnership and to ensure the sustainability of our mission, vision and values, we decided to formalize our partnership as **Lakeside Partners**”
- “We believe that our partnership approach has helped us to better manage our business, with the peer nature of the partnership enabling senior managers to collaborate and override bureaucracy and hierarchy.”
- Consistent with our partnership approach, all partnership votes are made on a **one-partner-one-vote** basis.

ALIBABA PARTNERSHIP — SEC Form F-1

- In order to align the interests of partners with the interests of our shareholders, we require each partner maintain a meaningful level of **equity interests** in our company during such individual's tenure as a partner. Because partner nominees generally must have been an employee of ours or one of our related companies or affiliates for at least **five years**, as of the time he or she becomes a partner, he or she will typically own or have been awarded a personally meaningful level of equity interest in our company through our equity incentive and share purchase plans.

ALIBABA PARTNERSHIP — SEC Form F-1

- **Director Nomination Rights**

“the Alibaba Partnership will have the **exclusive right** to nominate a simple majority of the members of our board of directors. The election of each director nominee will be subject to the director nominee receiving a **majority vote** from our shareholders voting at an annual general meeting of shareholders. If an Alibaba Partnership director nominee is not elected by our shareholders or after election departs our board of directors for any reason, the Alibaba Partnership has the right to appoint a different person to serve as an **interim director** of the class in which the vacancy exists until our next scheduled annual general meeting of shareholders.”

阿里巴巴合伙人制度

- “人总有生老病死的那一天。阿里巴巴的创始人有各种原因会离开这家公司。我们非常明白公司能走到今天，不是 18 个创始人的功劳，而是他们创建的文化让这家公司与众不同。大部分公司在失去创始人文化以后，会迅速衰落蜕变成一家平庸的商业公司。我们希望阿里巴巴能走更远。”
- “怎样的制度创新才能实现我们的梦想呢？从 2010 年开始，集团开始在管理团队内部试运行“合伙人”制度，每一年选拔新合伙人加入。合伙人，作为公司的运营者，业务的建设者，文化的传承者，同时又是股东，最有可能坚持公司的使命和长期利益，为客户，员工和股东创造长期价值。在过去的三年，我们认真研讨合伙人章程，在前三批 28 位合伙人选举的过程中，对每一个候选人激烈地争论，对公司重要的决策深入讨论，积累了很多经验。”
- “我们相信只有一个热爱公司、使命驱动、坚持捍卫阿里文化的群体，才能够抗拒外部各种竞争和追求短期利益的压力。”
- “我们不一定会关心谁去控制这家公司，但我们关心控制这家公司的人，必须是坚守和传承阿里巴巴使命文化的合伙人。”

-- 马云, 2013年9月10日

Corporation

A legal “person” distinct from owners and a resident of a state

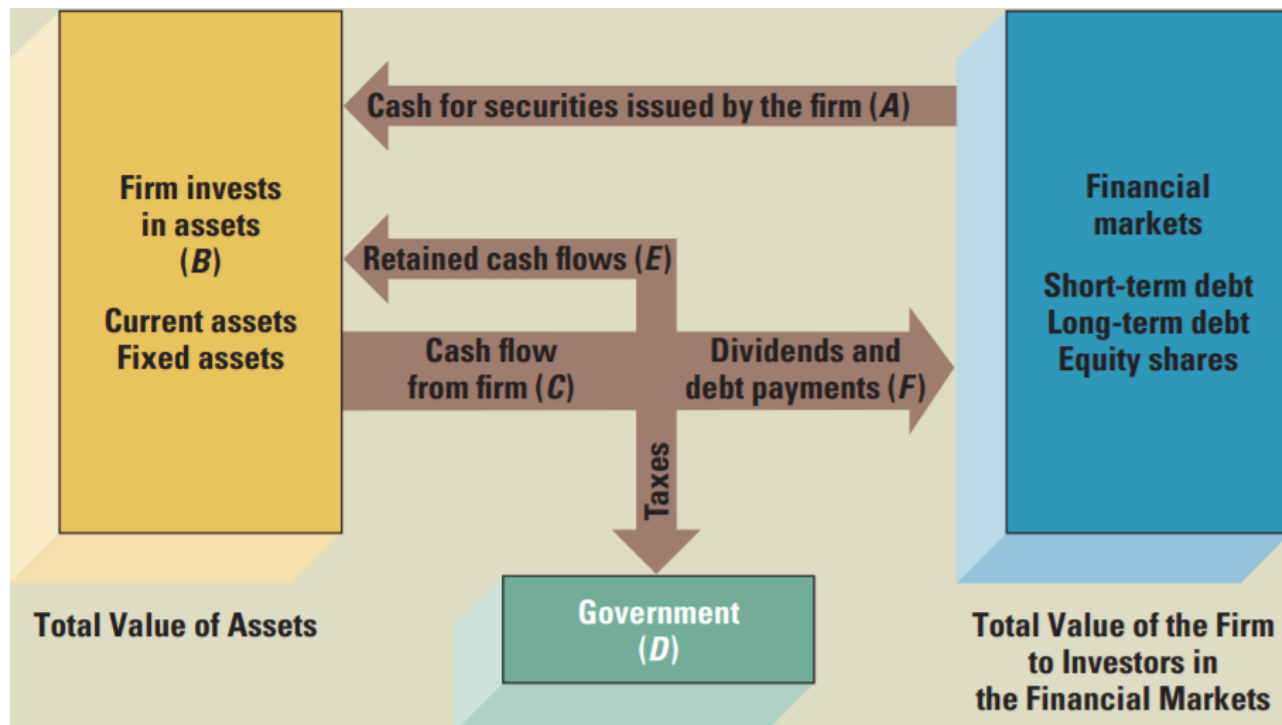
- Advantages
 - Limited liability
 - Unlimited life
 - Transfer of ownership is easy
 - Easier to raise capital
- Disadvantages
 - Separation of ownership and management (agency problem)
 - Double taxation (income taxed at the corporate rate and then dividends taxed at personal rate, while dividends paid are not tax deductible)

公司是企业法人，有独立的法人财产，享有法人财产权。公司以其全部财产对公司的债务承担责任。-- 《中华人民共和国公司法》

一人有限责任公司，是指只有一个自然人股东或者一个法人股东的有限责任公司。一人有限责任公司的股东不能证明公司财产独立于股东自己的财产的，应当对公司债务承担连带责任。

1.3 The Importance of Cash Flow – Cash is King

- The most important job of a financial manager is to **create value** from the firm's capital budgeting, financing, and net working capital activities.
- How do financial managers create value? The answer is that the firm should:
 - 1. Try to buy assets that generate more cash than they cost.
 - 2. Sell bonds and stocks and other financial instruments that raise more cash than they cost.



- To raise money, the firm sells debt and equity shares to investors in the financial markets. This results in cash flows from the financial markets to the firm (A).
- This cash is invested in the investment activities (assets) of the firm (B) by the firm ' s management.
- The cash generated by the firm (C) is paid to shareholders and bondholders (F). The shareholders receive cash in the form of dividends; the bondholders who lent funds to the firm receive interest and, when the initial loan is repaid, principal. Not all of the firm ' s cash is paid out. Some is retained (E), and some is paid to the government as taxes (D).
- Over time, if the cash paid to shareholders and bondholders (F) is greater than the cash raised in the financial markets (A), value will be created.

1.4 The Goal of Financial Management

- Assuming that we restrict our discussion to for-profit businesses, the goal of financial management is to make money or add value for the owners.
- What is the correct goal?
 - Maximize profit?
 - A company's important goal is to make money
 - Current profit vs. Future profit
 - Accounting profit vs. Free cash flow
 - Minimize costs?
 - To be profitable, companies must not only earn revenues, but also control costs.
 - Maximize market share?
 - Market share increases can allow a company to achieve greater scale in its operations and improve profitability.
 - **Maximize shareholder wealth?**
 - Stock Price vs. Stock Value

The goal of financial management is to maximize the current **value** per share of the existing stock.

- “Don’t judge a stock by its share price.”
- The stock's price only tells you a company's current value or its [market value](#).
- The price represents how much the stock trades at—or the price agreed upon by a buyer and a seller. If there are more buyers than sellers, the stock's price will climb. If there are more sellers than buyers, the price will drop.
- On the other hand, the [intrinsic value](#) is a company's actual worth in dollars. This includes both tangible and intangible factors, including the insights of fundament analysis.

1.5 The Agency Problem

- Agency relationship
 - Principal hires an agent to represent his/her interest
 - Ownership can be spread over a huge number of stockholders. This dispersion of ownership arguably means that management effectively controls the firm
 - Stockholders (principals) hire managers (agents) to run the company
- Agency problem
 - Conflict of interest between principal and agent
 - Financial managers act in the best interests of the stockholders?
 - Might management pursue its own goals at the stockholders ' expense?

上市高管持股

报告期: 2021  年报 

序号			全部高管持股合计		董事长	
	代码	简称	持股数量	↓期末市值(万元)	持股数量	期末市值(万元)
1	002594.SZ	比亚迪	864,504,336	23,179,090.26	513,623,850	13,771,282.67
2	300750.SZ	宁德时代	372,850,881	21,923,631.80	0	0.00
3	002714.SZ	牧原股份	2,201,436,190	11,746,863.51	2,086,287,906	11,132,432.27
4	300122.SZ	智飞生物	899,430,300	11,206,901.54	801,829,000	9,990,789.34
5	300059.SZ	东方财富	2,357,313,114	8,747,988.97	2,126,501,568	7,891,447.32
6	603501.SH	韦尔股份	273,947,000	8,513,450.92	265,535,000	8,252,031.19
7	601012.SH	隆基绿能	856,399,253	7,382,161.56	89,855,990	774,558.63
8	601865.SH	福莱特	1,264,577,600	7,326,962.61	439,358,400	2,545,642.57
9	300274.SZ	阳光电源	473,983,789	6,910,683.64	451,008,000	6,575,696.64
10	603833.SH	欧派家居	457,753,283	6,751,860.92	403,200,000	5,947,200.00

宁德时代

持股高管明细

高管持股变化(近三年)

序号	姓名	职务	↓本期持股数量	本期持股市值(万元)
1	黄世霖	副董事长,副总经理	260,900,727.00	15,340,962.75
2	李平	副董事长	111,950,154.00	6,582,669.06
15	曾毓群	董事长	0.00	0.00

2021 年报

排名	股东名称	方向	期末参考市值(亿元)	持股数量(股)
1	宁波梅山保税港区瑞庭投资有限公司	减少	3,348.5455	569,480,527
2	黄世霖	减少	1,534.0963	260,900,727
3	香港中央结算有限公司	增加	1,173.7749	199,621,589
4	宁波联合创新新能源投资管理合伙企业(有限合伙)	减少	928.4540	157,900,338
5	李平	减少	658.2669	111,950,154

1、本公司的控股股东与实际控制人

本公司控股股东为瑞庭投资，截至 2021 年 12 月 31 日，持有本公司股权比例为 24.43%。

本公司实际控制人为曾毓群与李平，截至 2021 年 12 月 31 日，曾毓群通过直接和间接持股方式合计持有公司控股股东瑞庭投资 100%股权，间接持有本公司 24.43%的股份；李平直接持有公司 4.80%的股份，两人为一致行动人，合计持有本公司股权比例为 29.23%。

Managerial Goals

- Managerial goals may be different from shareholder goals
 - Expensive perquisites
 - Survival
 - Independence
- Increased growth and size are not necessarily equivalent to increased shareholder wealth

Managing Managers

- Managerial compensation
 - Incentives can be used to align management and stockholder interests
 - The incentives need to be structured carefully to make sure that they achieve their intended goal
- Corporate control
 - The threat of a takeover may result in better management
- Other stakeholders

股票激励计划 (Equity Incentive Plan)

- 联化科技股份有限公司 2017年限制性股票激励计划
- 本公司拟向激励对象授予总量为2,800万股的限制性股票，约占本计划签署时公司股本总额904,777,656股的3.09%。
- 本计划激励对象为公司部分董事、高级管理人员以及公司董事会认为需要进行激励的中层管理人员、核心技术及业务人员。本计划的激励对象总人数为376人，约占公司目前在册员工总数的7.86%。
- 本计划下限制性股票授予价格不低于股票票面金额，且不低于下列价格较高者：
 - （1）本激励计划草案公告前1个交易日公司股票交易均价（前1个交易日股票交易总额/前1个交易日股票交易总量）每股15.95元的50%，为每股7.98元；
 - （2）本激励计划草案公告前20个交易日的股票交易均价（前20个交易日股票交易总额/前20个交易日股票交易总量）每股15.59元的50%，为每股7.80元。

- 限制性股票授予后即锁定。激励对象获授的全部限制性股票适用不同的锁定期，均自授予之日起计。
- 解锁安排如下表所示：
 - 第一次解锁 自首次授予日起12个月后的首个交易日起至首次授予日起24个月内的最后一个交易日当日止 40%
 - 第二次解锁 自首次授予日起24个月后的首个交易日起至首次授予日起36个月内的最后一个交易日当日止 30%
 - 第三次解锁 自首次授予日起36个月后的首个交易日起至首次授予日起48个月内的最后一个交易日当日止 30%
- 限制性股票解锁的业绩条件
 - 第一个解除限售期 以2016年工业业务收入为基数，2017年工业业务收入增长率不低于15%
 - 第二个解除限售期 以2016年工业业务收入为基数，2018年工业业务收入增长率不低于30%
 - 第三个解除限售期 以2016年工业业务收入为基数，2019年工业业务收入增长率不低于50%
- 在解锁日后，公司为满足解锁条件的激励对象办理解锁事宜，未满足解锁条件的激励对象持有的限制性股票由公司回购注销。

Hedge Fund Activism source: pwc.com

- “Activism” represents a range of activities by one or more of a publicly traded corporation’s shareholders that are intended to **result in some change in the corporation.**
- their AUM have surged 268% from 2010 to 2015 alone; \$173 billion AUM in 2015
- Nearly 1,300 unique companies were activated against from 2010 to 2015.

Has activism made it to the boardroom?

Percentage of directors who say...

their board has interacted with an activist shareholder and held extensive board discussions about activism in the last 12 months.



29%

they’ve extensively discussed shareholder activism, though they haven’t had any interactions with an activist—yet.

14%



Source: PwC, 2014 Annual Corporate Directors Survey, October 2014.

Carl Icahn on Gannett Agreement

- Carl Icahn: an American business manager, investor, activist shareholder, and philanthropist



- “A lot of people die fighting tyranny. The least I can do is vote against it.” – Carl Icahn, 1988
- Gannett Company, Inc. is a publicly traded media holding company, is the largest U.S. newspaper publisher as measured by total daily circulation. Gannett planned to separate into two publicly traded companies, a publishing company and the broadcasting and digital company .
- Icahn owns 6.6% of Gannett

Carl Icahn on Gannett Agreement

- Open Letter to Gracia Martore, President & CEO of Gannett, 01/21/2015
 - “I steadfastly believe that shareholders, as owners of a business, deserve the right to decide if a bid for that business is adequate, and I am extremely wary of the mechanisms boards of directors and management often use to entrench themselves to the detriment of shareholders”
 - “I would not be surprised if either company became the target of a takeover attempt. If this occurs, **the shareholders – the true owners of the company – should have the full and only right to decide whether or not to accept the offer.** ”
 - Adopt a charter provision stating that the board may not adopt a poison pill without the affirmative vote of the holders of at least a majority of the outstanding shares of the company’s common stock, except in response to a hostile tender offer (and then any such pill should be limited in duration to 90 days)
 - Adopt a charter provision permitting the holders of at least 10% of the outstanding shares to call special meetings of shareholders
 - We have spoken with many large Gannett shareholders since we first announced our position. ...We believe that many of these shareholders will be supportive of our proposals and our director nominees, but we would prefer to work collaboratively with you and your board to find a mutually satisfactory solution to our concerns rather than engaging in a costly and distracting proxy fight.

Carl Icahn on Gannett Agreement

- Icahn released the following statement regarding Gannett on March 2, 2015
 - “Over the past month, we have had a number of meetings with representatives of Gannett in which we have explained at length the importance of shareholder friendly corporate governance at newly spun-off companies.”
 - “We are therefore very pleased with the agreement we entered into with Gannett yesterday, which we believe yielded a great result for Gannett shareholders.”
 - Similar to our agreements with eBay Inc. and The Manitowoc Company, Inc., we believe this agreement marks another large step forward for good corporate governance.

Institutional ownership 机构持股

- 机构持股是否有助于改善公司治理？
 - 机构持股的规模
 - 机构投资者是否比个人投资者更有能力
 - 机构投资者是否长期持有

代理人问题 – 独立董事的作用 (Independent director)

- 为进一步完善上市公司治理结构，促进上市公司规范运作，现就上市公司建立独立的外部董事（以下简称独立董事）制度提出以下指导意见：
 - 上市公司独立董事是指不在公司担任除董事外的其他职务，并与其所受聘的上市公司及其主要股东不存在可能妨碍其进行独立客观判断的关系的董事。
 - 独立董事对上市公司及全体股东负有诚信与勤勉义务。独立董事应当按照相关法律法规、本指导意见和公司章程的要求，认真履行职责，维护公司整体利益，尤其要关注中小股东的合法权益不受损害。独立董事应当独立履行职责，不受上市公司主要股东、实际控制人、或者其他与上市公司存在利害关系的单位或个人的影响。独立董事原则上最多在5家上市公司兼任独立董事，并确保有足够的时间和精力有效地履行独立董事的职责。
 - 各境内上市公司应当按照本指导意见的要求修改公司章程，聘任适当人员担任独立董事，其中至少包括一名会计专业人士（会计专业人士是指具有高级职称或注册会计师资格的人士）。在二〇〇二年六月三十日前，董事会成员中应当至少包括2名独立董事；在二〇〇三年六月三十日前，上市公司董事会成员中应当至少包括三分之一独立董事。

--2001年《关于在上市公司建立独立董事制度的指导意见》

独立董事

下列人员不得担任独立董事：

- （一）在上市公司或者其附属企业任职的人员及其直系亲属、主要社会关系（直系亲属是指配偶、父母、子女等；主要社会关系是指兄弟姐妹、岳父母、儿媳女婿、兄弟姐妹的配偶、配偶的兄弟姐妹等）；
- （二）直接或间接持有上市公司已发行股份1%以上或者是上市公司前十名股东中的自然人股东及其直系亲属；
- （三）在直接或间接持有上市公司已发行股份5%以上的股东单位或者在上市公司前五名股东单位任职的人员及其直系亲属；
- （四）最近一年内曾经具有前三项所列举情形的人员；
- （五）为上市公司或者其附属企业提供财务、法律、咨询等服务的人员；
- （六）公司章程规定的其他人员；
- （七）中国证监会认定的其他人员。

--2001年《关于在上市公司建立独立董事制度的指导意见》

2015独立董事薪酬 Independent Director Pay

- Mean = 71,475; Median = 60,000

名称	独立董事姓名	薪酬
民生银行	郑海泉	930,000
北京银行	李健（中财）	514,000
中国银行	陆正飞（北大）	500,000
中国银行	Nout WELLINK	500,000
中远海控	邝志强	492,000
中远海控	杨良宜	489,000
北京银行	李晓慧（中财）	484,000
中远海控	范徐丽泰	480,000
中远海控	鲍毅(Peter Guy Bowie)	477,000
工商银行	洪永淼（康奈尔）	470,000
工商银行	柯清辉	470,000
建设银行	莫里.洪恩	462,500
中国神华	范徐丽泰	450,000
中国神华	郭培章	450,000
中国神华	贡华章	450,000

The value of independent directors: Evidence from sudden deaths

Bang Dang Nguyen, Kasper Meisner Nielsen

Journal of Financial Economics 98, 550-567

Independent directors: value-increasing

- Independent directors are better at monitoring the management because they are not, or are less, subject to the classic agency problem
 - Outsider-dominated boards are more likely to fire CEOs for poor performance (Weisbach, 1988)
 - Stock prices react positively to the nomination of independent directors to the board (Rosenstein, Wyatt, 1990)
 - Stock markets react positively when a firm with an outsider-dominated board announces adoption of poison pills (Brickley, Coles, Terry, 1994)
 - A positive relationship between firm value and the fraction of outside directors (Core, Holthausen, and Larcker, 1999)
- The majority of independent directors are managers or decision makers who care about their reputation (Fama and Jensen, 1983)

Independent directors – value decreasing

- Several prior papers shows that the contribution of independent directors to firm performance is insignificant (MacAvoy, Cantor, Dana, and Peck, 1983) or even negative
- “The persistent negative effect of more outsiders on the board of directors on firm performance is a puzzle. One possible rationale is that boards are expanded for political reasons, perhaps to include politicians, environmental activists, or consumer representatives, and that these additional outside directors either reduce firm performance or proxy for the underlying political constraints that led to their receiving board seats.” (Agrawal and Knoeber, 1996).

Potential explanations for the conflicting and inconclusive insights

- The board of directors is an endogenously determined institution (Hermalin and Weisbach, 1998,2003)
 - poor performance leads to increases in board independence
- Not all independent directors effectively monitor management
 - Shivdasani and Yermack (1999) argue that CEOs might be involved in the selection of independent directors
- An absence of any contribution of independent directors to firm value at all

Sudden death of independent directors

- A natural experiment
- Unexpected deaths occur randomly and are exogenous to current firm and market conditions
- The stock price should decline following the sudden death if an independent director properly monitors or provides managers with pertinent advice
- search costs and learning curves for new directors

Cause of director deaths

	N	Share of total
<i>Panel A: Cause of death</i>		
Cancer	156	0.202
Complications from specified diseases	67	0.087
Complications from surgery	20	0.026
Sudden death	229	0.297
Suicide	6	0.008
Unspecified illness	97	0.126
Undisclosed	197	0.255
All	772	1.000
<i>Panel B: Cause of sudden death</i>		
Heart attack	89	0.389
Stroke	18	0.079
Accident or murder	45	0.197
Sudden and unexpected death, but unspecified cause	77	0.336
All	229	1.000

Conclusion

- Use sudden death of independent directors as a natural experiment to analyze their contribution to firm value.
- The stock price drops by 0.85% following the death of an independent director
- The degree of independence and board structure determine the marginal value of independent directors

监事会

- 有限责任公司设监事会，其成员不得少于三人。股东人数较少或者规模较小的有限责任公司，可以设一至二名监事，不设监事会
- 监事会应当包括**股东代表**和适当比例的**公司职工代表**，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。
- 监事会、不设监事会的公司的监事行使下列职权：
 - （一）检查公司财务；
 - （二）对董事、高级管理人员执行公司职务的行为进行监督，对违反法律、行政法规、公司章程或者股东会决议的董事、高级管理人员提出罢免的建议；
 - （三）当董事、高级管理人员的行为损害公司的利益时，要求董事、高级管理人员予以纠正；
 - （四）提议召开临时股东会会议，在董事会不履行本法规定的召集和主持股东会会议职责时召集和主持股东会会议；
 - （五）向股东会会议提出提案；
 - （六）依照本法第一百五十二条的规定，对董事、高级管理人员提起诉讼；
 - （七）公司章程规定的其他职权。

Tunneling through Inter-corporate loans: the China experience

Guohua Jiang, Charles Lee, Heng Yue

Journal of Financial Economics, 2010

Tunneling

- This study investigates a particularly brazen form of corporate abuse, in which controlling shareholders use intercorporate loans to siphon billions of RMB from hundreds of Chinese listed companies during the 1996 to 2006 period.
- Focus on inter-corporate loans, a particularly convenient instrument through which Chinese majority shareholders can achieve their tunneling ambitions. Typically reported as part of "Other Receivables" (OREC)
- ORECTA is other receivable deflated by total assets
- Firms with large ORECTA balances experience worse future operating performance and are much more likely to become candidates for delisting

ORECTA	
Low	0.56%
2	1.62%
3	2.74%
4	4.01%
5	5.37%
6	6.99%
7	9.13%
8	12.10%
9	17.22%
High	31.97%

上市公司大股东侵占公司利益的手段

- 大股东直接占用上市公司资金
- 上市公司为大股东提供担保，若大股东未如期偿还借款，则还款责任由上市公司承担
- 关联方交易，将上市公司的优质资产以低价换取，或将劣质资产转移给上市公司
- 上市公司代大股东偿还欠款，包括清偿各种银行贷款和对第三方的欠款等
- 大股东不清偿与上市公司之间的关联方交易款项
-

November 7, 2006 – Eight Ministry Joint Announcement

《关于进一步做好清理大股东占用上市公司资金工作的通知》

- 2006年11月7日，证监会联合公安部，人民银行，国资委，海关总署，税务总局，工商总局，银监会发出《通知》对未完成清欠的上市公司下了最后通牒。
- “上市公司是证券市场的基石，大量存在的大股东占用上市公司资金的行为，严重阻碍了上市公司的健康、持续发展，侵犯了上市公司法人财产权的完整性，影响了资本市场诚信建设和健康发展，是导致部分上市公司连续亏损直至退市的主要原因，是严重损害公司和广大中小股东权益的违法犯罪行为。清理大股东对上市公司资金占用，有利于维护社会主义市场经济秩序，有利于维护基本的产权制度，有利于促进资本市场乃至整个社会诚信文化的建设，是当前提高上市公司质量首要而紧迫的任务。”
- 《通知》明确要求的大股东占用资金“务必在2006年底前偿还完毕”
- 各级地方政府对占用上市公司资金性质恶劣、情节严重涉嫌犯罪的，应及时部署地方公安机关立案侦查，对犯罪嫌疑人采取限制出境等措施，并加大刑事打击力度。对于上市公司及股东提起的民事诉讼，地方政府要采取必要措施协调地方法院尽快受理、加快审理、加大执行力度。

2006年上市公司清欠工作结束

(2007年1月7日中国证监会新闻发言人, sina.com)

- 截至2006年12月31日，共有380家上市公司完成了清欠，清欠总额336亿元。此外，还有19家上市公司已完成董事会或股东大会审议以资抵债、以股抵债议案的程序，预计将在近期完成清欠工作，涉及占用额合计54亿元。
- 至此，已完成和处于清欠程序中的公司共计399家，涉及占用总额390亿元，分别较2005年底下降93%和84%。未能解决资金被违规占用问题的17家上市公司中，包括2家央企控股公司、3家国有控股公司和12家民营控股公司，其中ST或*ST公司有12家。
- 对这17家公司，中国证监会已经立案稽查，并将相关涉嫌犯罪的问题移送公安机关。此次立案稽查的17家上市公司包括三九医药、S沪科技、兰光科技、宝硕股份、中国纺机以及12家因为连续亏损名称前被冠以ST(特别处理)的公司。这些公司涉嫌占用92亿元资金，其中三九医药占用额最高，达37亿元，占未清欠额的40%。
- 三九医药、S沪科技、*ST朝华、*ST科龙、*ST三农、*ST屯河、*ST海纳、*ST昌源、ST珠峰等9家公司的占款主要责任人已经被进一步采取司法措施，有的被拘留，有的被逮捕，大部分都因涉嫌挪用资金

Quick Quiz

- What are the three basic questions Financial Managers must answer?
- What are the three major forms of business organization?
- What is the goal of financial management?
- What are agency problems, and why do they exist within a corporation?