

Chapter 2

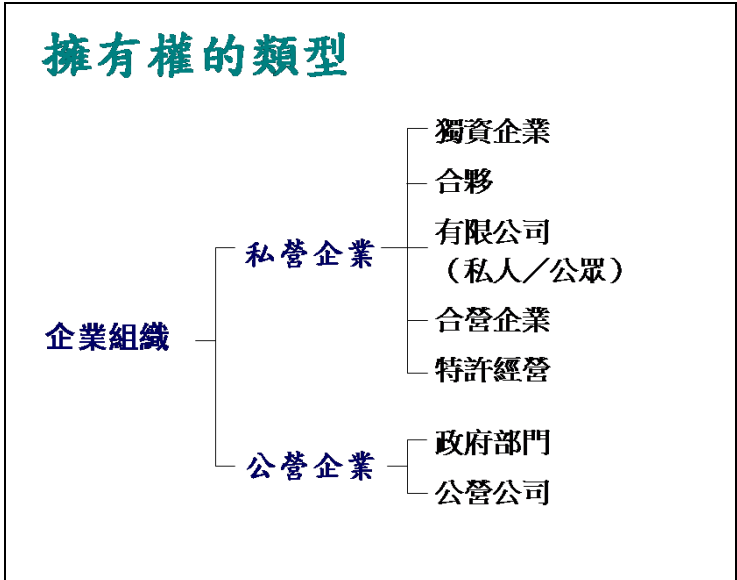
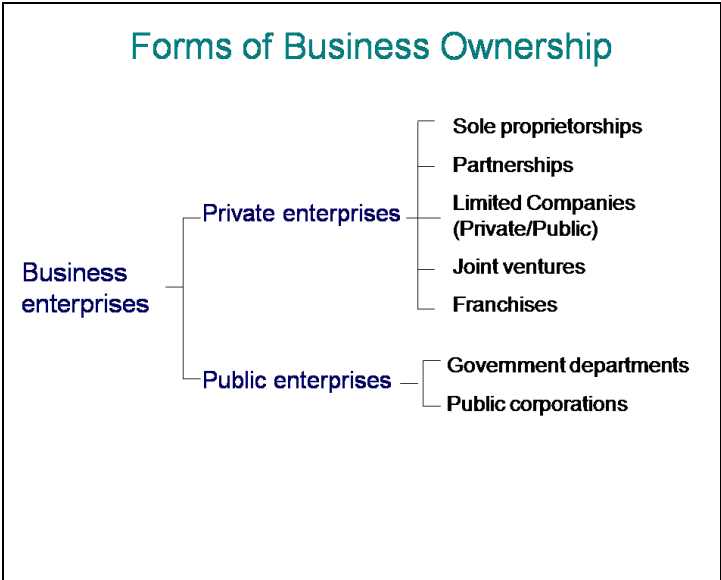
Forms of Business Ownership

- Forms of Business Ownership
- An **enterprise** is an organisation that produces and/or provides goods and/or services.
 - Private enterprises
 - Owned by private individuals
 - Mostly locally-owned businesses
 - Public enterprises
 - Owned by the government
 - Provide the public with essential goods and services

第 2 課

企業擁有權的類型

- 擁有權的類型
- **企業**是生產貨品或／和提供服務的組織。
 - 私營企業
 - 由私人擁有
 - 大多由本地人開辦
 - 公營企業
 - 由政府擁有
 - 向公眾提供生活必需的物品和服務



Sole Proprietorship

- A **sole proprietorship** is a business owned by one person.
- It is the simplest and the most common form of business organisation in Hong Kong.

Characteristics of a sole proprietorship

- **Owned by one person**
 - The owner alone puts money into the business and has **complete responsibility** for running the business.
 - Any profit or loss that results is the **owner's**.
- **Unlimited liability**
 - A sole proprietor has **unlimited liability**.

Unlimited liability means if the business fails, the owner has the responsibility to pay off all the debts. He may even have to sell his personal belongings.

- **Small scale of business**
 - The scale of business is small since it is difficult to raise **capital** for a sole proprietor.
 - To save expenses, a sole proprietor does not usually have many **employees** and he often works in the business.
- **Managed by the owner**
 - The owner may be assisted by family members.
 - Besides **supervising** the workers, the owner has to perform tasks such as planning, selling products and accounting.
 - The owner makes all the **decisions** in the business and works **long** hours

獨資企業

- **獨資企業**是由一個人擁有的企業。
- 獨資企業是最簡單、也是香港最常見的企業組織。

獨資企業的特點

- **單獨一人擁有**
 - 獨資企業由東主獨自投資和**全權負責**經營
 - 利潤和虧損都由**東主**個人承擔
- **無限債務責任**
 - 獨資企業的東主要承擔**無限債務責任**

無限債務責任指若生意虧損，東主有責任償還所有債務，包括動用個人財物及變賣私人財產來還債。

- **規模較小**
 - 獨資企業的東主較難籌集**資金**
 - 東主為節省開支，通常不會僱用太多**僱員**，並大多會親自參與經營。
- **由東主自行管理業務**
 - 有時東主的家庭成員也會協助管理
 - 東主除了要**監管**員工外，也要負責策劃、售賣產品和財務會計等工作
 - 東主要為企業作出所有**決策**和**長**時間工作

Sole Proprietorship

Advantages of a sole proprietorship

○ Simple setup procedures

- The owner can start the business after getting a Business Registration Certificate.

○ Low setup costs

- Little money is needed for setting up a business.

○ Efficient and flexible operations

- As the sole proprietor keeps all profits and bears all losses, there is a greater incentive to work hard.
- Since the owner can make decisions quickly according to changes in market demand, operation is more efficient and flexible.

○ Close relationship with customers

- The owner is able to give customers personal attention.
- When a close relationship is built up, customers will likely return for more purchases in the future.

○ Close relationship with employees

- As there are usually few employees, a sole proprietor can have a close relationship with his staff.
- In a good working environment, the efficiency of employees is higher.

○ Lower profits tax rate

- The profits tax rate for a sole proprietorship was only 15%, compared with 16.5% for a limited company (for the year 2008 – 09)

○ Easy transfer of ownership

- A sole proprietor can easily transfer the ownership of the business to others.

獨資企業

獨資企業的優點

○ 開業手續簡便

- 東主在領取商業登記證後，便可開業

○ 開業成本較低

- 一般來說，東主只需少量資金便可開業

○ 經營效率和靈活性較高

- 由於利潤和虧損均由東主個人承擔，東主為提高利潤，會較積極經營
- 此外，東主可根據市場的變化迅速改變經營策略，例如即時購入潮流時興的貨品，以滿足顧客的需求，因此經營的效率和靈活性較高

○ 東主與顧客的關係密切

- 東主可細心照顧個別顧客的需要
- 因此他能與顧客建立密切的關係，顧客亦自然多來光顧

○ 東主與僱員的關係密切

- 獨資企業的僱員人數一般較少，東主與僱員的關係因而較為密切
- 工作氣氛也較好，這有助提高員工的工作效率

○ 利得稅稅率較低

- 獨資企業的利得稅稅率僅為 15%，比有限公司的 16.5% 為低（以 2008 – 09 年度計算）

○ 擁有權易於轉讓

- 東主可輕易地把企業的擁有權轉讓他人

Sole Proprietorship

Disadvantages of a sole proprietorship

○ Unlimited liability

- A sole proprietorship is not a **legal** entity.
- This means the firm has no separate legal **existence** from its owner.
- If the business fails, the sole proprietor may lose not only the **business**, but also all his **possessions**.
- The owner is personally liable for the debts of the business **without** limit.

○ Little time to rest

- A sole proprietor has a great **responsibility** and a heavy **workload**.
- He has to work **long** hours with little time to rest.

○ Lack of skills

- Running a business requires a number of skills, including accounting, marketing and management.
- A single owner will probably not have all the skills necessary to develop the business well.

○ Lack of continuity

- The existence of the business always depends on the owner's good **health**.
- **Illness** or **death** means that the business may collapse if there is no one to carry it on.

○ Lack of capital sources

- Many owners have to depend on **savings**, **retained** profits, or get loans from relatives or friends.
- **Banks** and **financial** institutions may not be willing to lend money to small firms for setting up a business.

○ Competition from large businesses

- Big businesses can spend a lot of money on **advertising** and market **research** but it is difficult for a sole proprietorship to do so.
- Large businesses can afford **price** wars while small companies may suffer **losses** if they reduce prices.

○ Heavy burden of some unavoidable costs

- There are some costs all businesses have to bear, e.g. improving fire **escapes** or installing **automatic** sprinklers.
- For a small business, these costs may account for a large proportion of its total costs

獨資企業

獨資企業的缺點

○ 承擔無限債務責任

- 獨資企業並非**法律**實體
- 即它沒有獨立於其東主的法定**地位**
- 東主一旦生意失敗，不但有可能失去他的**投資**，還須為企業的債務負責，甚至會賠上所有私人**財物**

○ 難有休息機會

- 由於東主擁有屬於自己的生意，所以他凡事要親力親為，**責任**重大
- **工作**時間長，難有放假休息的機會

○ 缺乏全面技能

- 企業的經營需要多種知識和技能，如市場營銷、會計、管理等
- 東主以一人之力難以全面兼顧，因而影響業務發展

○ 欠缺經營的持續性

- 若東主**健康**欠佳或不幸**逝世**，未必有其他人能替他繼續經營，生意可能就此結束

○ 資金來源較少

- 東主大多靠個人**儲蓄**或向親友舉債，以籌集所需的資金，或利用企業的**留存**利潤來擴充業務
- 因為**銀行**或**財務**機構未必願意向個人貸款，協助他們開設獨資企業或擴充業務

○ 面對大公司的競爭

- 大公司有雄厚資金刊登**廣告**作宣傳或進行市場**研究**，但獨資企業就無力負擔有關支出
- 此外，大型公司能夠發動**減價**戰，但獨資企業卻難以跟隨減價，否則會**損失慘重**。

○ 必要開支佔成本的比例較重

- 一些經營上的必要開支成為小型企業的沉重負擔
- 例如《消防安全（商業處所）條例》規定部分商業樓宇必須改善**走火**通道和安裝**自動**消防灑水系統
- 但有關措施費用昂貴，在小型企業的經營成本中可能佔很大的比重

Partnership

- A partnership is an enterprise owned by at least **two** partners.
- Usually, partnerships are formed by four to five partners.
- Most partnerships provide **professional** services such as medical, accounting and legal services

Types of partner

Classified by liability

- **Limited partner**
 - limited liability
 - Invests money in the business
 - Does not take part in running it
- **General partner**
 - Unlimited liability
 - **Invests** money in the business
 - Involved in the planning and management of the business

Classified by the level of involvement in the business

Types of partner	Invest money	Ownership	Disclose identity	Take part in running the business
Active partner	✓	✓	✓	✓
Silent partner	✓	✓	✓	✗
Sleeping partner	✓	✓	✗	✗
Secret partner	✓	✓	✗	✓
Nominal partner	✗	✗	✓	✗

- **Nominal partner**
 - provide professional advices
 - increase the reputation of the partnership
 - Strengthen the connection with business partner

Types of partnership

- **General partnership**
 - All the partners are general partners and have **unlimited** liability.
- **Limited partnership**
 - Includes one or more limited partners.
 - However, there must be at least one **general** partner with unlimited liability.

合夥

- **合夥**指由最少**兩**名經營者共同擁有的企業組織，
- 以四至五個合夥人最為普遍。
- 合夥經營的企業大多是提供**專業**服務的機構，如醫務所、會計師樓、律師樓等。

合夥人的種類

按債務責任分類

- **有限合夥人**
 - 有限債務責任
 - 在組織中投入資金
 - 不參與經營
- **普通合夥人**
 - 無限債務責任
 - 在組織中**投入**資金
 - 參與企業的管理及策劃工作

按參與程度分類

合夥人的種類	投資金錢	擁有權	公開合夥人身分	參與企業經營
活躍合夥人	✓	✓	✓	✓
靜默合夥人	✓	✓	✓	✗
不參與管理合夥人	✓	✓	✗	✗
秘密合夥人	✓	✓	✗	✓
名義合夥人	✗	✗	✓	✗

- **名義合夥人**
 - 提供專業意見
 - 提高企業的聲譽
 - 加強業務聯繫

合夥企業的種類

- **普通合夥企業**
 - 所有合夥人均為普通合夥人，各人都要承擔**無限**債務責任
- **有限合夥企業**
 - 有一名或以上的有限合夥人
 - 但最少要有一名**普通**合夥人來承擔無限債務責任

Partnership

Characteristics of a partnership

- **Number of partners**
 - There must be at least **two** partners
 - There is no upper limit to the number of partners
- **Unlimited liability**
 - In case of limited partnership, there must be at least one general partner with **unlimited** liability.
- **Small scale of business**
 - Since the sources of capital are quite limited, the scale of business is usually small.
- **Bound by decisions made by others**
 - All partners are **legally** bound by decisions made by any one of the general partners in the name of the firm and are held **responsible** for the consequences of the decisions.

合夥

合夥的特點

- **經營者的數目**
 - 合夥最少有**兩**名合夥人
 - 合夥人數目沒有上限
- **無限債務責任**
 - 在有限合夥中，最少要有一名普通合夥人來承擔**無限**債務責任
- **規模較小**
 - 合夥的資金來源有限，規模一般較小
- **共同承擔法律後果**
 - 任何一名普通合夥人以合夥名義作出任何決定，對全體合夥人都具**法律**約束力，他們要共同**承擔**有關決策帶來的後果。

Partnership

Advantages of a partnership

- **Easy to set up**
 - Partners can start the business after signing a **Partnership Deed** and getting a **Business Registration Certificate**
- **Share of workload/More expertise/Innovative ideas**
 - Each partner can contribute **specialised** knowledge and ability to the business.
 - Through **division** of labour, the business can be run more efficiently
- **More sources of capital**
 - Because there are more owners in a partnership.
 - This leads to further and better development of the business
- **Lower tax rate**
 - The profits tax rate for a partnership was only 15%.
- **Sharing business risk**
 - The business risk will not be borne by one person only.

合夥

合夥的優點

- **成立手續方便**
 - 合夥人只需簽署**合夥**契約，領取**商業登記證**後便可開業
- **分擔工作量/更多專業知識/創新的意念**
 - 合夥人可**各展所長**，分工合作
 - 例如一名合夥人擅長推銷，另一名擅長策劃，二人**分工**合作，便可提高經營**效率**
- **資金來源較多**
 - 合夥人越多，資金的來源便越多
 - 資金越充裕，企業的發展機會就越大
- **利得稅稅率較低**
 - 合夥的利得稅稅率僅為 **15%**，較有限公司的 16.5% 低
- **分擔企業風險**
 - 企業風險不必由一個人獨自承擔

Partnership

Disadvantages of a partnership

- **Unlimited liability**
 - Unlike limited partners, general partners have unlimited liability.
- **No separate legal existence**
 - A partnership is not a legal entity.
 - It does not have a separate legal existence from its owners.
 - It means that the business may close if a general partner withdraws, dies or goes bankrupt.
- **Lower operational efficiency**
 - Since decisions should be agreeable to all partners, the flexibility and efficiency of decision-making and the running of the business may be lower.
- **Bound by the decisions of others**
 - All partners are bound by the decisions made by any one of the general partner.
 - A poor decision made by one general partner will affect the whole business.

合夥

合夥的缺點

- **無限債務責任**
 - 除了有限合夥人外，其他普通合夥人都要承擔無限債務責任。
- **沒有獨立的法定地位**
 - 由於合夥並不是法律實體，所以沒有獨立於其東主的法定地位
 - 如果有普通合夥人退出、逝世或破產，生意便可能會結束
- **經營效率較低**
 - 由於任何決定需要取得所有合夥人的同意，所以若眾合夥人意見不一，便會降低決策的彈性及經營效率
- **共同承擔法律後果**
 - 無論是哪一個普通合夥人以合夥名義作出決定，所有合夥人都要共同承擔後果
 - 若一個人做了錯誤的決定，便會累及整個企業

Limited Company

- A **limited company** has a separate legal existence and is owned by many shareholders.
- Investors are called shareholders and their liability is limited to the amounts of money they have invested.
- Shareholders do not necessarily run the business.
- They may appoint directors for this purpose.
- Every limited company incorporated in Hong Kong is either
 - a *private limited company* or
 - a *public limited company*

Characteristics of a limited company

- **Separate legal existence**
 - It is an entity with a separate legal existence and is therefore independent of its owners.
 - The company's future is not threatened by the illness or death of its owners.
- **More sources of capital**
 - It can raise capital by issuing shares.
 - Banks are more likely to give loans as its scale of operation is usually large enough to have the ability to repay the loans.
- **Limited liability**
 - Shareholders' liability is limited to the amounts they have invested.
- **Restriction on the company's name**
 - It must have the word 'Limited' or 'Ltd' as the last word in its name.
 - The Chinese name must have the Chinese characters '有限公司' as the last four characters.
- **Separation of ownership and management**
 - Shareholders may not have the ability and time to manage the company and so may elect a board of directors to run the business.
 - It is a usual practice for public limited companies since their shares may be transferred frequently.
- **Large scale of business**
 - The number of shareholders and employees may be huge.
 - Also, with more sources of capital, limited companies are usually large in scale

有限公司

- 有限公司由許多股東共同擁有，並有獨立的法定地位。
- 有限公司的投資者稱為股東，他們的債務責任僅限於他們在公司投資的金額。
- 股東不一定參與公司的經營，
- 可能會委任董事負責管理公司的業務。
- 在香港成註冊成立的有限公司可分為
 - 私人有限公司
 - 公眾有限公司

有限公司的特點

- 有獨立的法定地位
 - 有限公司是法律實體，有獨立的法定地位
 - 有限公司不會因股東患病或逝世而結束經營
- 資金來源充足
 - 若是上市公司，可向公眾發售股票集資
 - 由於有限公司的規模較大，還款能力較強，所以銀行都較樂意貸款給有限公司
- 有限債務責任
 - 有限公司的股東所承擔的責任僅限於他們所投資的金額
- 公司名稱的限制
 - 有限公司的中文名稱必須以「有限公司」結尾
 - 公司的英文名稱必須以「Limited」或「Ltd」結尾
- 管理權與擁有權分開
 - 有限公司有很多股東，而且股東未必有足夠的能力和時間去管理公司，所以股東會選出董事，組成董事局，負責管理公司的業務
 - 這在公眾有限公司中尤為常見，因為股份經常被轉讓
- 規模較大
 - 有限公司的股東和僱員人數較多
 - 而且資金來源廣泛，故規模通常較大

Limited Company

	Ordinary shares	Preference shares
Order of dividend receipt	After preference shareholders	Before ordinary shareholders
Dividend amount	Variable	Fixed
Voting right	Yes	No

Advantages of a limited company

- The shareholders have **limited** liability, thus avoiding the loss of **personal** assets.
- It is a **separate** legal entity. Changes in **shareholders** and **directors** cannot affect the running of the company, so it has **continuity**.
- It is easier to raise **capital** than a sole proprietorship or partnership, resulting in a better chance of **development**.
- The business size is **larger** than a sole proprietorship or partnership so it is able to operate on a **large** scale.

Disadvantages of a limited company

- Setting up a limited company is complicated because more **documents** are needed for registration.
- It needs to pay a higher rate of profits tax (16.5%) than a sole proprietorship or partnership (15%) (for the year 2008 – 15)
- The company's structure may be so large and complex that the process of **decision-making** takes much time, resulting in a lack of **efficiency**.

有限公司

	普通股	優先股
派發股息先後次序	優先股股東之後	普通股股東之前
股息數目	不固定	固定
投票權	有	沒有

有限公司的優點

- 股東只承擔有限債務責任，可避免賠上私人財產。
- 有限公司是獨立的法律實體，股東及董事的變更不會影響公司的運作，因此有經營的延續性。
- 較獨資企業和合夥容易籌集資金，發展機會較大。
- 規模較獨資企業及合夥大。

有限公司的缺點

- 註冊**手續**較獨資企業及合夥繁複。
- 有限公司的利得稅稅率為 16.5%，較獨資企業及合夥的 15% 為高（以 2008-15 年度計算）。
- 規模及架構大，**決策**需時，降低運作**效率**。

Private Limited Company

- A **private limited company** is called private because its shares cannot be sold to the **public**.
- It must have between 1 and **50** shareholders.
- It does not need to disclose its **financial** information to the public.
- If shareholders wish to sell their shares, they may be required to first offer them to the **existing** shareholders of the company.
- Otherwise, the board of **directors** has the power to refuse to register transfers of shares.
- Many private limited company in Hong Kong are **family** businesses.
- They are set up to obtain **capital** without losing **control** of the business.

Public Limited Company

- A **public limited company** can sell its shares to the **public**.
- The number of shareholders has no **upper limit**, but it must have at least **one** shareholder.
- It has to disclose its **financial information** to the general public every year.
- In Hong Kong, a public limited company can become a **listed** company by applying to HKEx for listing.
- The general public can then buy and sell shares of the company on the **stock market**.

Comparison between public limited Company and private limited company

○ Private Limited Company

- Number of shareholders : 1 - 50
- Raising capital : Invite new shareholders to join or raise capital from existing shareholders
- Disclosure of financial information : No need to disclose to the general public
- Transfer of shares : Cannot be sold on the stock market

○ Public Limited Company

- Number of shareholders : At least one, no upper limit
- Raising capital : More sources of capital: raise capital from existing shareholders; issue new shares to the public
- Disclosure of financial information : Need to disclose to the general public
- Transfer of shares : Freely and on stock market if listed

私人有限公司

- 私人有限公司股份不能向公眾發售。
- 有一至 **50** 名股東。
- 私人有限公司毋須向公眾披露財務資料。
- 如果股東想出售持有的股份，他可能要給予其他股東優先購買權，
- 否則公司的董事局有權拒絕登記股份轉讓。
- 香港不少私人有限公司都是家族企業，
- 成立私人公司既可籌集資金，又不會失去企業的控制權。

公眾有限公司

- 公眾有限公司可向公眾發售股份
- 它最少要有一名股東，股東人數沒有上限
- 公司每年須向公眾披露財務資料
- 在香港，公眾可以向香港交易所申請上市，成為上市公司
- 公眾有限公司上市後，公眾可在證券市場自由買賣該公司的股份

私人有限公司與公眾有限公司的比較

○ 私人有限公司

- 股東人數: 1 - 50
- 資金籌集: 私人邀請新股東加入，或向現有股東集資
- 財務資料的披露: 毋須向公眾披露財務資料
- 股份轉讓: 董事局可能有權拒絕登記股份轉讓，股份不可在證券市場上買賣

○ 公眾有限公司

- 股東人數: 最少一名，沒有上限
- 資金籌集: 可向現有股東集資或通過發行股票向公眾集資，資金來源較廣
- 財務資料的披露: 須向公眾披露財務資料
- 股份轉讓: 股份可自由轉讓。若股份是上市公司所發行的，則可在證券市場上自由買賣

Advantages of Limited Company

Advantages of a Private Limited Company

- No need to disclose a lot of information
- Shares are not bought and sold freely.
- Less accounting costs on preparing financial statements are incurred.
- The legal and administrative procedures are less complex and costly.

Advantages of a Public Limited Company

- Easier to obtain loans because of its higher creditworthiness
- If the company goes public, more capital can be raised by issuing shares on the stock market
- The separation of ownership and management enables the company to get specialists to take up different roles.

Disadvantages of Limited Company

Disadvantages of a Private Limited Company

- More difficult to raise capital because of its lower creditworthiness
- Shares cannot be easily transferred.

Disadvantages of a Public Limited Company

- Needs to disclose much more information
- The existing shareholders may lose control over the company if most of the shares fall into the hands of other parties.
- If the company goes public, the price of its shares will be affected by many factors.

Joint Venture

- **Two or more businesses** form a new business entity to develop, produce or sell products.
- The new entity is legally **separate** from the partners in the joint venture.
- Joint ventures are similar to partnerships except that they are formed to achieve some specific **purposes**.
- Firms forming a joint venture usually possess different types of **assets**, technologies, knowledge and **expertise**.
- By pooling their resources together, they can do something much better than they do separately.

有限公司的優點

私人有限公司的優點

- 需要披露的資料較少
- 股票不能自由買賣，原有股東較易控制公司
- 編製財務報表的成本較低
- 成立時涉及的法律及行政程序較少

公眾有限公司的優點

- 較易賒購貨品和向銀行借貸，因為其信用可靠性較高
- 若成為上市公司，可透過證券市場公開發售股份以籌集資金
- 由於擁有權和管理權分開，公司可以聘用不同的專業人士擔當不同崗位

有限公司的缺點

私人有限公司的缺點

- 較難籌集資金，因為其信用可靠性不及公眾有限公司
- 股份不能隨便轉讓

公眾有限公司的缺點

- 需要公開披露的資料較多
- 假如其他人或公司收購了足夠股份，原有的股東便可能失去公司的控制權
- 若是上市公司，其股價會受到市場上很多因素所影響

合營企業

- **兩個或以上的企業**為開發、生產或銷售產品而建立的一個新企業個體。
- 新個體是一**法律**實體。
- 合營企業和合夥相似，不過合營企業是為了達到某些特定**目的**而成立的。
- 組成合營企業的夥伴公司一般擁有不同的**資產**、技術、知識和**專長**，
- 透過結合不同公司的資源，合營企業在營運上有更出色的表現。

International joint venture

- Joint ventures formed by companies from different countries are called international joint ventures.
- **Reasons for forming international joint ventures**
 - Companies planning to enter overseas markets which they do not know will often form joint ventures with local companies.
 - The local companies can provide information about the local market which is valuable to the foreign companies.
- **Coffee Concepts (HK) Ltd**
 - Starbucks Coffee Company (US) + Maxim's Caterers Ltd (HK)

Advantages of a joint venture

- **Sharing risk**
 - Business risks can be shared between joint venture partners.
- **Economies of scale**
 - When two or more companies get together, they can enjoy economies of scale.
- **Shared expertise**
 - Different knowledge and expertise of different joint venture partners can be shared.
 - e.g. a computer software company and a film production company can form a joint venture to product digital films.
- **More capital**
 - **More capital** can be contributed by joint venture partners.
- **Easier entry into new markets**
 - Companies often have difficulties in entering overseas markets which they are not familiar with.
 - Joint venture partners know local market well and have local connections.

跨國合營企業

- 現今，很多合營企業由不同國家的公司組成，它們稱為跨國合營企業。
- **成立跨國合營企業的原因**
 - 一些計劃進軍海外市場的公司會選擇與當地公司組成合營企業，
 - 因為當地公司能提供本地市場資訊，這對外地公司來說十分重要。
- **Coffee Concepts (HK) Ltd**
 - 美國星巴克咖啡店 + 香港的美心食品有限公司

合營企業的優點

- **分擔風險**
 - 企業風險可由合營夥伴共同分擔
- **規模經濟**
 - 當兩家或以上的公司合作時，他們可以享受規模經濟。
- **結合不同的專長**
 - 可以共享不同合營夥伴的知識和專長。
 - 例如，一家電腦軟件公司可以和一家電影製作公司組成合營企業，共同製作數碼電影。
- **資金較充足**
 - 合營夥伴可以提供更多資金。
- **較易進入新市場**
 - 當企業進軍陌生的海外市場時，一般會遇到很多困難
 - 合營企業熟悉本地市場，並有人脈關係

Disadvantages of a joint venture

○ Disagreement among partners

- The partners may dispute among themselves about how to manage the business.
- This can affect the operation of the joint venture and lead to poor performance.

○ Leaking of information

- As the partners have to **communicate** with each other frequently, it may be difficult for them to prevent their **company and product** information from being leaked to other partners.

○ Loss of autonomy

- No partner in the joint venture can make decisions on its own.
- It has to discuss matters related to the business with other partners and seek their consent.

合營企業的缺點

○ 合營夥伴意見不合

- 合營夥伴可能會為了企業的管理問題而發生衝突，
- 影響合營企業的運作，導致業績不佳。

○ 資料外泄

- 由於組成合營企業的公司必須經常溝通，因此難免把自己的公司和產品的資料向其他合營夥伴披露。

○ 失去自主權

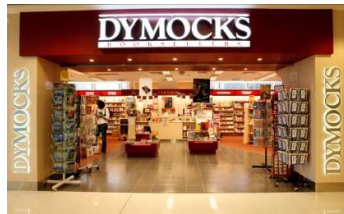
- 合營企業成立後，合營夥伴便不能獨自作出決策。
- 任何有關合營企業的事項必須與其他合營夥伴商討，並且徵求它們的同意。

Franchise

- A franchise is a business arrangement in which the **franchisor** allows the **franchisee** to sell its goods and services, in return for a **franchise fee**.



- Examples of franchised business

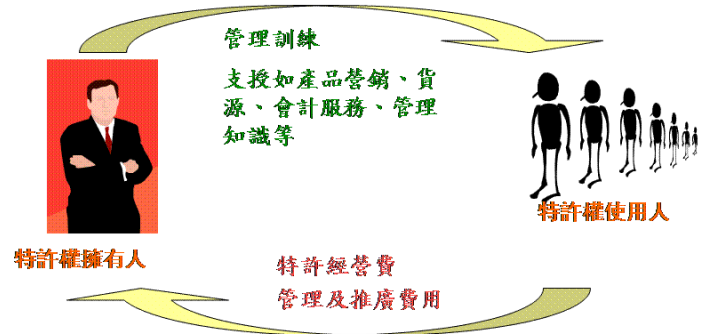


Characteristics of a Franchise

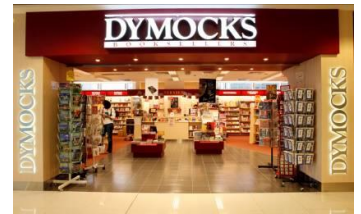
- Support from the franchisor
 - e.g. the franchisor helps the franchisees set up the accounting system and provides credit to purchase **inventory**
- Control by the franchisor
 - The **operations** of the stores, such as product display and selling strategy, are **monitored** regularly by the franchisor.
- Standardised operation
 - The store's look, staff **uniforms**, logos, products and **prices** are standardised according to the franchisor's requirements.
- Sharing of promotional expenses
 - The franchisees share the cost of promotional campaigns which are carried out by the **franchisor**.
- Well-known brand name
 - Most franchises have built up a good **reputation** for their products or services.
- Stores in different locations
 - The franchise system operates as a **chain** with stores located in different areas and cities

特許經營

- 特許經營是指**特許權擁有人**授權**特許權使用人**出售其產品或服務，條件是要收取**特許經營費**。



- 特許商店的例子



特許經營的特點

- 特許權擁有人提供支援
 - 例如，特許權擁有人會協助特許權使用人建立會計系統和提供**購貨**賒帳。
- 特許權擁有人監控運作
 - 特許商店的日常運作，例如貨品的陳列、銷售策略等均受特許權擁有人定期監督。
- 運作標準化
 - 所有特許商店的外觀、員工**制服**、店鋪標誌、產品種類和**價格**須依照特許權擁有人的規定而劃一。
- 共同分擔推廣費用
 - 特許權使用人與特許權**擁有人**共同分擔推廣費用
- 品牌廣為人知
 - 大部分特許經營企業已在市場上建立良好的**商譽**，顧客對其產品質素或服務水平有一定的信心。
- 採用連鎖店形式經營
 - 特許經營以**連鎖店**方式在不同的地區和城市經營。

Franchise

Advantages of franchisee

- Franchisees can obtain support from the **franchisor**.
- Franchised stores have built up **goodwill**. Their products are well-known and accepted by customers.
- It is easy to set up the business as the franchisor provides a wide range of **support**.
- Franchisees enjoy the benefits of a large shop such as **lower** costs when buying stocks in bulk.
- The **management** system of franchised stores helps establish goodwill quickly.

Advantages of franchisor

- Lower setup cost: The franchisees share the set up cost and the promotional fees.
- Share business risk of expansion: Part of the business risk can be shared by the franchisees.
- Stable income: Receive franchise fees, royalties regularly / share franchisees' profit
- Expand business scale rapidly: Using franchisees' capital for further expansion.
- Easy access to the other market: Franchisees are more familiar with the local environment.

Disadvantages of franchisee

- Franchisees are required to pay **royalties** to the franchisor whether or not a profit is made.
- **Limited autonomy**: need to follow the standards and guidelines stipulated in the franchise agreement.
- Subject to the **success and failure/reputation** of the franchisor.
- If franchisees want to introduce a new product, they need to discuss with the franchisor which **slows down the decision making time**.
- Run under the name of the franchisor – unable to promote franchisees own brand name.

特許經營

特許經營權使用人的優點

- 使用人可得到**特許權擁有人**的支援。
- 特許權擁有人在市場上已建立**商譽**，售賣的多是知名產品，顧客對產品的質量有一定的信心。
- 特許權擁有人提供一切有關開業所需的**支援**，開業比較容易。
- 可享有大型商店的好處，例如集體購貨可**減低**成本。
- 有完善的**管理**系統，有助迅速建立商譽。

特許經營權擁有人優點

- 開業成本較低：特許經營使用人分擔開業成本及負責支付促銷費用。
- 分擔擴張企業風險：可由特許經營使用人分擔部分企業風險。
- 穩定的收入：定期收取特許經營費，特許權使用費/分享特許經營使用人的利潤
- 迅速擴大業務規模：利用特許經營使用人的資金進一步擴張
- 較易進入其他市場：特許經營使用人熟悉當地環境。

特許經營使用人的缺點

- 無論商店獲得利潤與否，特許權使用人均須向特許權擁有人繳付**特許權使用費**。
- **有限自主**：需要遵守特許經營協議的準則和指引
- 受到特許權擁有人**成敗/聲譽**所影響。
- 如果特許經營使用人想要推出新產品，他們需要與特許經營擁有人商討，**延長了決策的時間**。
- 用了特許經營擁有人**的品牌** – 不能宣傳特許經營使用人自己品牌

Public Enterprise

- Public enterprises are wholly owned by the **government**.
- In Hong Kong, they can mainly be classified into **government departments** and **public corporations**.
- They provide the public with **essential** goods and services.
 - e.g. water supply, railway transport, healthcare

Characteristics of public enterprise

- Owned by the government
- Provides public services

Types of public enterprise

- **Government department**
 - The HKSAR Government is responsible for keeping **law** and **order** as well as providing **social services**.
 - e.g. the Hong Kong Police Force is responsible for **preventing** and **detecting crime**.
 - The Food and Environmental Hygiene Department is responsible for **food** safety and public **hygiene**.
- **Public corporation**
 - It is a **business** organisation incorporated by **statute**.
 - It is wholly owned by the **government** but it is self-financing and operates on a **commercial** basis.
 - It has a **separate** legal existence.
 - The government does not participate in the **daily** running of the businesses but it exercises **supervision**.
 - It appoints a **board of directors** to manage these public corporations.
- **Examples**
 - Airport Authority Hong Kong : *Responsible for the running and management of Hong Kong International Airport*
 - Ocean Park Corporation : *Responsible for operating Ocean Park*

公營企業

- 公營企業是**政府**全資擁有的企業。
- 在香港，公營企業可大致分為**政府部門**和**公營公司**。
- 它們主要向社會提供**必需**的物品和服務，
 - 如食水、鐵路和公共醫療服務等。

公營企業的特徵

- 由政府擁有
- 提供公共服務

公營企業的類型

- **政府部門**
 - 香港特別行政區政府的不同政府部門負責執行**法紀**、維持社會**秩序**及提供**社會服務**。
 - 例如香港警務處負責**防止**和**偵查**罪案。
 - 食物環境衛生署負責**食物**安全和公共**衛生**。
- **公營公司**
 - 公營公司是根據法例成立的企業，由**政府**全資擁有，但按**商業**原則運作。
 - 它擁有**獨立**的法定地位。
 - 政府不參與其日常**運作**，但**監督**其運作，並透過委任**董事局**成員管理這些公營公司。
- **Examples**
 - 香港機場管理局：負責經營及管理香港國際機場
 - 海洋公園公司：負責營運海洋公園

Public Enterprise

Advantages of a public enterprise

○ Easy to raise capital

- It is easier for the government to raise capital for big construction projects.
- Private enterprises have **confidence** in the government and will be more willing to invest.

○ Provides services to the general public

- e.g. the Water Supplies Department provides water, the Fire Services Department provides fire **prevention** and **fighting** services.

○ Narrows the income gap

- In the long run, providing essential services to the public may help narrow the **income** gap between the **rich** and the **poor**.

○ Avoids wasting resources

- The government is able to ensure that there is no **duplication** and **wasting** of resources.
- Resources will thus be allocated more **effectively**.

Disadvantages of a public enterprise

For all public enterprises

○ Lack of efficiency

- as most of them do not face direct competition.
- Since they are big enterprises, the decision-making processes are complicated and slow.

For government departments only

○ Increase the burden of taxpayers

- Losses made by them usually have to be borne by taxpayers.

○ Not run on commercial principles

- Their objectives are political, rather than commercial, because the government is responsible for making final decisions.

公營企業

公營企業的優點

○ 易於籌集資金

- 政府可輕而易舉地為大型工程項目籌集資金。
- 私營企業對政府有**信心**，自然樂意投資。

○ 為公眾提供服務

- 例如水務署為市民提供食水，消防處提供**預防**和**撲滅**火災的服務。

○ 縮窄貧富收入差距

- 政府為市民提供必需的物品和服務，讓貧苦市民也能獲得基本的生活所需，長遠來說，可縮窄**富人**和**窮人**的**收入**差距。

○ 避免浪費資源

- 政府可確保不會出現設施或服務**重複**而導致資源**浪費**的情況，因而可更**有效**地分配資源。

公營企業的缺點

對於所有公營企業

○ 經營效率低

- 大都不需面對直接競爭
- 規模大，決策過程繁複，亦會影響經營效率

只限於政府部門

○ 增加納稅人的負擔

- 若出現虧損，政府便要動用公帑彌補損失，增加納稅人的負擔

○ 不按商業原則運作

- 由於政府掌握決策權，公營企業的決策可能會基於政治或社會因素，而不是基於商業考慮。

Multinational corporation

- Multinational corporations (MNCs) are enterprises which operates in **more than one country**.
- Some MNCs have moved their production processes to **developing countries** where production cost is low.
- MNCs' contributions to countries where they operate:
 - They bring in capital, knowledge and **technology**.
 - They provide **employment** to local workers and **management** training to local managers.

MNCs in Hong Kong

- Hong Kong is a well-known international **financial** and **business** centre.
- In 2013, more than 3,800 MNCs set up **regional headquarters** or regional offices in Hong Kong.

Characteristics of MNCs in Hong Kong

- **Size**
 - **Large** companies in terms of assets and revenue.
 - Most are **public** limited companies.
- **Management**
 - MNCs employ **professional managers** to run their businesses. The managers have **specialised** roles and duties.
- **Operations**
 - Given their large-scale operation, MNCs require the application of **advanced** knowledge and technology.
 - They are mostly **technology-based** companies.
- **Sources of finance**
 - Can raise capital in various ways:
 - ✧ issuing shares and **bonds** to the public
 - ✧ obtaining loans from **banks**
- **Organisational structure**
 - MNCs have **complex** organisational structures.
 - **Communication** in MNCs needs to pass through different layers and departments.
 - Decision-making is thus usually **slow**.

跨國公司

- 跨國公司是在多於一個國家經營業務的企業。
- 很多跨國公司為了減低生產成本，把生產工序遷移到發展中國家。
- 跨國公司對其設有業務的國家作出的貢獻：
 - 帶來資金、知識和技術。
 - 為當地工人提供就業機會，並協助培訓當地企業的管理人員。

香港的跨國公司

- 香港是著名的國際金融和商業中心，聚集很多跨國公司。
- 在 2013 年，超過 3,800 家跨國公司在香港設置地區總部或地區辦事處。

香港跨國公司的特點

- **規模**
 - 規模大（以資產和營業額計算）
 - 大多是公眾有限公司
- **管理**
 - 聘請專業管理人員管理業務，他們都有專門的角色和職責
- **營運**
 - 營運規模大，須應用先進的管理知識和生產技術
 - 大多是使用高科技的企業
- **融資方法**
 - 可透過不同的方式融資：
 - ✧ 發行股份和債券
 - ✧ 向銀行借款
- **組織結構**
 - 組織結構複雜
 - 必須通過不同層級和部門進行溝通
 - 難以迅速作出決策