融资契约论



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财务的本质在于财务契约论。

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表现在剩余控制权配置的状态依存性特征。

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张正国 著

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融资问题是公司财务管理的一个核心内容,也是财务学研究的一个经典命题。在科学研究的意义上,研究对象的事物虽然是唯一的,但描述和解释这个事物的理论却可能是多元的。张正国博士的新著《融资契约论》,运用现代企业契约理论分析财务的契约属性,进而探讨融资契约的运行及其效率、财权配置与财务治理效应、融资契约的特殊形式以及制度环境等问题,构造了一个基于契约理论的融资契约分析框架。对于拓展公司融资理论、完善财务治理理论、提高公司融资效率具有较高的学术价值和较强的实践应用价值。

在研究思路和逻辑关系上,该书包括三大部分。第一部分是融资契约的理论分析。在这部分中,作者引入现代企业契约理论,探讨了财务的契约属性,分析了融资契约的运行与效率问题。第二部分是融资契约的功能研究。作者从财权配置和财务治理两个方面探讨了融资契约的功能问题,然后应用我国资本市场财务数据进行了实证分析。第三部分是融资契约的拓展研究。作者考察了几种特殊的融资契约安排,然后分析了制度环境对融资契约的影响。作者在研究中采用理论分析与案例研究相结合、规范研究和实证研究相结合的方法,最终构建了融资契约的理论分析框架,表现出作者的创新意识和创新能力。

不同学科的"接触点"上最容易产生"思想火花"。张正国

博士的这部新著正是一项跨学科的综合性研究成果,是把经济 学理论应用到会计、财务领域的一个典范。该书的主要创新和 特色在于:一是以"企业理论—契约理论—财务契约—融资契 约"为逻辑线索,分析了财务的契约属性,提出财务契约是实 现公司财务资源配置的基本工具的观点, 进而提出了财务契约 论的主张,这为揭示财务的本质,优化融资行为提供了新的视 角和思路。二是从剩余控制权角度讨论了债务融资和股权融资 两种契约的财权配置问题,认为债务契约和股权契约具有互补 性, 其区别在于财权配置的不同, 表现在剩余控制权配置的状 态依存性特征。三是从代理理论的视角探讨了债务融资契约和, 股权融资契约的财务治理效应,作者在回顾了公司治理和财务 治理的文献之后,提出了一个一直被忽视的问题,这就是:财 务治理是通过一系列契约安排来实现的,并认为财务治理本质 上是一种契约治理,较之现有文献侧重于从产权角度研究财务 治理问题,无疑是一种进步和创新,这对于进一步认识财务治 理的性质、探索实现途径具有重要的学术价值。四是在分析财 务治理结构优化及其对公司价值影响的基础上,实证研究了融 资契约与公司价值的关系,研究发现:债务融资契约和股权融 资契约都具有加强公司治理、提高公司价值的积极作用, 当二 者并存时,股权融资契约相比债务融资契约,对公司价值具有

更显著的影响,债务融资契约的杠杆效应并没有得到充分发挥。 这对于目前我国上市公司普遍存在的"股权融资偏好"具有一 定的解释力。

当然,诚如书中所讨论的融资契约的不完全性一样,作为财务学中的一项基础研究,融资契约理论本身还有许多值得深入拓展的地方。相信张正国博士一定会以一位年轻学者的志向与抱负、思维与智慧、勤奋与活力,在求是与创新的道路上,攀登得更高、践行得更远。该书是张正国博士在其博士学位论文的基础上进行拓展、深化而形成的,作为他的导师,我见证了他求索路上的艰辛与奋进。今天,看到他的新著即将问世,我甚是欣慰,是以为序。

西南财经大学博士生导师、教授

2008年8月

内容摘要

融资问题是公司财务管理的一个核心内容,也是财务学研究的一个经典命题。在科学研究的意义上,研究对象的事物虽然是唯一的,但描述和解释这个事物的理论却可能是多元的。因此,我们在本书中引入财务契约概念,从契约理论角度对融资问题展开研究。财务契约是企业契约集合中的一个子集,而融资契约是财务契约的重要组成部分。本书对融资契约的研究,首先从企业契约理论开始,在分析了财务的契约属性基础上,探讨了融资契约的运行与效率,然后考察了融资契约的财权配置和财务治理功能,最后对融资契约的几种特殊形式以及融资契约的制度环境进行了拓展研究。

除第1章导论外,本书其他章节主要内容如下:

第2章,企业契约理论与财务的契约属性。本章在阐述了企业契约理论之后,分析了财务的契约属性,并引入财务契约概念,随后探讨了财务契约的内涵、构成和性质,最后对财务本质进行了重构。主要内容和观点有:①现代企业是一系列契约的联结体,通过对企业属性的分析,我们发现企业不仅具有生产属性而且具有契约属性,前者体现企业的自然属性,后者体现企业的社会属性。契约是契约当事人之间为达到一定的目的而有意识地建立的一系列行为规则。契约是一种正式化的内在制度,是一种操作性规则,即制度安排。②财务与契约产生

的前提是交易,没有交易行为,就不会产生财务问题,也不会 产生契约这种制度安排,财务契约是基于交易关系的一种有机 耦合,它是企业契约集合中的一个子集。③财务契约是企业利 益相关者在财务活动中,所形成的各种有关财产权利流转的协 议或约定,它包括融资契约、投资契约和收益分配契约。由于 有限理性、交易成本和机会主义等因素的存在,财务契约具有 不完全性。④财务资源配置是财务管理的重要功能,而财务契 约是财务资源配置的工具。通过对财务契约属性的研究,我们 认为财务的本质在于它的契约属性,即财务契约论。这一结论 拓展了对财务本质的认识,也具有重要的理论和现实意义。本 章的研究为后续研究奠定了必要的理论基础。

第3章,融资契约的运行与效率。融资契约从签订到结束 需要经过一系列步骤,本章着重探讨了融资契约的运行问题。 主要内容和观点有. ①融资契约作为契约当事人之间通过博弈 而达成的一种协议, 其运行需要有一定的理性基础。对理性的 认识、信息的不对称和外部性对融资契约的运行具有重要影响。 ②—个融资契约的运行过程通常包括签订、履行和完善等步骤。 融资契约的签订主体是企业的利益相关者,其签约对象是企业 财权、缔约者的谈判实力和风险态度对融资契约的签订具有重 要影响。融资契约的履行有强制履行和自我履行两种方式,前 者需要借助第三方力量的实施,后者则依靠自律机制的约束。 在融资契约的履行中,契约各方效用函数、谈判力和信息分布 结构等情况的变化,引起融资契约的调整和完善、融资契约的 完善是对财权的再配置。本章在对融资契约运行进行理论分析 的基础上,利用中国上市公司的有关财务数据进行了实证分析, 并以银行借款契约为例具体探讨了其运行过程。通过理论和实 证的考察,我们发现融资契约的运行不是一成不变的,而是动 态变化的。③融资契约的供给相对于其需求来说,具有稀缺性, 因而就存在融资契约运行效率问题。

第4章,融资契约与财权配置。本章主要从剩余控制权角

度考察了融资契约的财权配置功能。首先,通过对我国有关财 权学术观点的比较研究,提出企业财权的主要内容是财务控制 权. 句括特定控制权和剩余控制权。企业的财务控制权一般包 括财务决策权(战略决策权和战术决策权)、财务执行权(经营 权)和财务监督权。其次,基于不完全契约理论,从剩余控制 权角度,探讨了债务融资契约和股权融资契约的财权配置情况。 初步界定了公司财务控制权中的特定控制权和剩余控制权,由 于融资契约的不完全,剩余控制权的配置就很重要。通过对融 资契约中股东和债权人之间利益冲突的研究, 我们发现债务融 资契约和股权融资契约具有互补性,二者的根本区别在干剩余 控制权配置的不同,表现在剩余控制权配置具有状态依存性的 特点。通过对中美企业财权配置模式的比较研究,我们发现中 国企业的财权配置基本上不具有相机性特征。再次,通过对债 务契约结构和股权契约结构财权配置的分别考察,我们发现不 同的债务契约安排和不同的股权契约安排,它们的财权配置也 不相同。最后,探讨了融资契约中财权配置的动态性特征。财 权的动态配置主要体现在剩余控制权的动态变化上, 而融资契 约中剩余控制权的变化具体反映在融资契约结构上。不同的股 权/债务比率反映了契约结构的动态变化,也反映了财权的动态 配置。

第5章,融资契约与财务治理。本章主要从代理理论角度 考察了融资契约的财务治理功能。主要内容和观点有:①融资 契约中的代理问题普遍存在,它主要表现在管理者和股东之间、 股东和债权人之间、管理者和债权人之间、控制性股东和中小 股东之间以及债权人之间的代理冲突等方面。②融资契约不仅 具有融资功能,更重要的是通过一定的契约安排,能够有效解 决融资中存在的代理问题,从而具有财务治理功能。通过对财 务治理理论的研究,我们发现财务治理的本质在于契约治理。 ③债务融资契约能够缓和股东与债权人之间的代理冲突、具有 激励约束作用、担保作用和企业重组功能等。股权融资契约的 财务治理效应体现在内部治理和外部治理方面。在不同的契约 工具并存的情况下,融资契约的治理机制是一种相机治理机制, 并以美国公司为例对融资契约的财务治理效应进行了实证分析。 不同的债务契约结构、不同的股权契约结构对公司财务治理具 有不同的影响,公司财务治理应当把股权契约的投票权约束和 债务契约的硬约束有机地结合起来,形成一个合理的融资契约 结构,从而有助于提高公司财务治理效率。

第6章,融资契约与公司价值。本章首先探讨了财务治理结构优化问题,接着考察了财务治理结构对公司价值的影响,然后利用中国上市公司的财务数据对融资契约与公司价值之间的关系进行了实证分析。通过实证分析,我们发现在中国上市公司中,从总体上看,债务融资契约和股权融资契约都具有加强公司财务治理、提高公司价值的积极作用,但是在债务融资和股权融资并存时,股权融资契约相比债务融资契约,对公司价值具有更显著的影响,债务融资契约的杠杆效应并没有得到充分发挥。这一结论对目前我国上市公司的股权融资偏好具有一定的解释力。

第7章,融资契约的特殊领域。本章主要探讨了几种特殊融资契约的财权配置和财务治理功能。首先,考察了风险资本融资契约的性质与特征、对财务控制权配置的影响、对财务治理的影响等。风险资本契约是一种股权融资契约,但它又具有不同于一般股权契约的性质。通过对风险资本家与风险企业。之间的契约选择的研究,提出可转换优先股权契约是二者之间最优的融资契约选择。风险资本融资契约中,剩余控制权的配置具有状态依存性特征。风险资本融资契约模式下的公司财务治理结构仍然是一种相机治理模式。其次,探讨了可转换债券契约的性质与特征、对财务控制权配置的影响及其财务治理效应等,并分析了我国可转换债券融资市场的现状。可转换债券本质上是一种债务契约,但它具有债券和股票的特征,是一种介于普通债券和普通股票之间的混合性金融工具,它对剩余控

制权的配置具有不确定性、递延性和稀释性特征。可转换债券 契约对公司具有一定的财务治理效应,在我国的可转换债券融 资市场中,它的财务治理效应并没有得到充分发挥,有时反而 成为控制性股东掠夺中小股东的工具。最后,研究了认股权证 融资的有关问题。

第8章,融资契约的制度环境。本章主要探讨了与融资契 约密切相关的制度环境对融资契约的影响。首先,阐述了有效 资本市场有关理论及其对公司财务的影响。其次,分析了资本 市场与融资契约的关系。资本市场是不完全的,它不仅能提供 一种具有流动性的避险工具,而且能创造一种风险转移机制。 以衍生金融工具为核心的金融创新对财务契约具有重要影响。 本童提出了衍生财务契约的概念,它既不同干传统的财务契约, 又不同于纯粹的衍生金融工具,表现了财务契约的新变化。融 资契约功能的发挥需要以有效的资本市场为平台,资本市场对 融资契约运行的影响主要体现在它为融资契约运行提供法律规 范、为企业融资工具的选择提供资格限制、为企业融资契约结 构的调整提供场所等方面。最后,考察了会计规则与融资契约 的关系。会计规则作为一种规范会计行为的制度安排,是一种 不完全契约, 它具有降低交易成本、激励和约束、资源配置等 功能。由于会计规则的不完全性,就存在剩余会计规则制定权 问题。剩余会计规则制定权作为一种剩余控制权,其配置也具 有相机性特征。会计规则制定权对融资契约的影响主要体现在: 剩余会计规则制定权和通用会计规则选择权的行使将影响管理 者的决策行为,不同的会计方法和会计程序的选择,会产生不 同的会计信息流量,从而影响融资契约的运行效率。以会计规 则为基础产生的会计信息与融资契约具有密切的联系,会计规 则的自我执行有助于融资契约的自我履行。

Abstract

Financing is a fundamental content in the corporate financial management, and is also a classical topic on the financial researches. In the financial theories, the research of financing theory can be carried through in several ways. This book establishes the concept of financial contract, and researches on the financing problem through the contract theory. Financial contract is a sub aggregation in enterprise contract aggregation, and financing contract is an important part in financial contract. This book's research on financing contract begins with enterprise contract theory, analysis the attribute of financial contract, discusses the operation and efficiency of financing contract, then studies the financial rights allocation and financial governance functions of financing contract, and this book makes extended research on the two special forms and system environment of financing contract.

Besides the introduction chapter 1, the other seven chapters are:

Chapter 2, enterprise contract theory and the attribute of financial contract. This chapter first expatiates on the enterprise contract theory, analysis the attribute of financial contract and introduces the concept of financial contract, then discusses the connotation, composing and characteristics of financial contract. and in the last this chapter reconstructs the financial essential. The main content and viewpoints are: a. Modern enterprises are a combination of a series of contracts. Through the analysis on the attributes of enterprises, we finds out that enterprise has contract attribute as well as production attributes, the former reveals the natural attribute of enterprises, and the latter reveals the social attribute of enterprises. Contracts are a series of behavior regulations that contracts parties build consciously in order to achieve certain purposes. Contracts are a kind of formalized internal system, a kind of operational rules, which are system arrangements. b. The precondition of the origin of finance and contracts are transactions. Without transactions, there won't be any financial problems or system arrangement such as contracts. Financial contract is an organic coupling based on transaction relations, and it is a sub aggregation of enterprise contract aggregation, c. Financial contracts are agreements or assumptions about property rights movements formed by enterprises stakeholders during financial activities, including financing contracts, investment contracts and income distribution contracts. Due to the factors such as limited rational assumption, transaction cost and opportunism, the financial contracts have incompletion attribute. d. Financial resources allocation is an important function of financial management, and the financial contract is the tool of financial resources allocation. After the study on the financial contract attributes, we have a conclusion: the essential of finance lies in its contract attribute, which is financial contract. This conclusion expands the knowledge of the essentials of finance, and it has important theoretic and practical significance. This chapter establishes necessary theoretic basis for continuing researches.

Chapter 3, the operation and efficiency of financing contracts. There are many steps from the signing to ending the financing contracts. This chapter focuses on the operation of financing contracts. The main content and viewpoints are: a. Financing contracts is the result of gaming between contracts parities, and its operation needs certain rational basis. The rational knowledge, information asymmetry and external diseconomy have significant influence on the operation of financing contracts. b. The operation process of financing contracts includes signing, implementing and consummating steps. The signing bodies of financing contracts are interests parties of enterprises, and the signing objects are enterprises' financial-rights. The contractors' negotiation abilities and venture attitudes have important influence on the signing of financing contracts. The implementation of financing contracts is divided into two ways: compelling implementation and self-implementation. The former needs the help of the third parties, and the latter depends on the restriction of self-discipline system. During the implementation of financing contracts, the change of the contractors' utility functions, the negotiation abilities and information distributing situations leads to the modification and consummation of financing contracts. The consummating of financing contracts are the reallocation of financial-rights. Based on the theoretical analyses on the financing contracts implementation, this chapter makes an empirical study in Chinese listed companies, and takes the bank loan contract as an example. After theoretical and practical study, this book finds out that the implementation of financing contracts is dynamic. c. The supply of financing contracts are

rarer than its demand, therefore, the financing contracts efficiency need consideration.

Chapter 4, financing contract and financial-rights allocation. This chapter has studied the financial-rights allocation function of financing contract based on the residual rights of control. First, after the comparative study of financial-rights theories in our country, this book takes the main content of financial-rights for financial-rights of control, including special rights of control and residual rights of control. The financial-rights of control includes financial decision rights (strategy decision rights and tactics decision rights), financial executive rights (management rights) and financial superintendence; second, based on the imperfection contracts theory and residual rights of control, this book discusses the financial-rights allocation situation of liability financing contracts and equity financing contracts. This book generally defines the special rights of control and residual rights of control in enterprises' financial rights of control. Due to the imperfection of financing contract, the allocation of residual rights of control becomes more important. Through the study of the conflict between shareholders and creditors in financing contract, this book discovers the mutual benefits between liability financing contracts and equity financing contracts. The ultimate difference between them lies in the different allocation of residual rights of control, and the allocation of residual rights of control depend on certain status. After the comparative study between Chinese and American financial-rights allocation modes, the author finds out that the financial-rights allocation in Chinese enterprises do not have contingent characteristic. Third, after separate study of liability and equity contracts structure, this book discovers that the financial-rights allocations differ in different liability and equity contracts structure. Last, this book discusses the dynamic characteristic of financial-rights allocation in financing contracts. The dynamic allocation of financial-rights lies in the dynamic changes in residual rights of control, and the change of residual rights of control lies in the financing contract structures. Different equity/liability rate reveals the dynamic change of contract structures and the dynamic allocation of financial-rights.

Chapter 5, financing contracts and financial governance. This chapter has studies the financial governance function of financing contracts using agency theory. The main content and view points are as follows: a. There are many agency problems in financing contracts, including managers and shareholders, shareholders and creditors, managers and creditors, controlling shareholders and small shareholders, and agency problems within creditors, b. Financing contracts have financial governance function as well as financing function, because they can solve the agency problems with certain contracts arrangements. Through the study of financial governance theory, this book discovers that the essential of financial governance lies in the contracts governance, and the nature of financial governance is contracts governance. c. Liability financing contracts can ease the agency problems between shareholders and creditors, they have many functions such as restriction, assurance and recombination. The governance effect of equity financing contracts is divided into internal and external governance. Among different financing tools, the governance system of financing contracts is a contingent governance system. Empirical study on the financial governance effect of American companies has been conducted in this chapter. Different liability and equity contract structures have different impact on companies' financial governance, and efficient financial governance should combine the voting rights restriction of equity contracts and the compelling restriction of liability contracts to obtain a reasonable financing contracts structure, and improves the companies' financial governance efficiency.

Chapter 6, financing contracts and company value. This chapter first reviews the literatures on the relation of financing contract and company value, and then makes empirical analysis using the financial data in Chinese listed companies. In the empirical study, both the liability financing contracts and equity financing contracts have positive impact on improving financial governance and increasing company value in Chinese listed companies. However, when there are two kinds of financing at the same time, equity financing contracts have more significant impact on company value than that of liability financing contracts. The leverage effect of liability financing contracts has not completely working. This research result explains the equity financing preference in Chinese listed companies.

Chapter 7, special fields of financing contracts. This chapter mainly discusses the financial-rights allocation and financial governance function of the two special financing contracts. First, this chapter studies the characteristics of venture capital, and its impact on financial controlling rights allocation and financial governance. Venture capital contracts are one kind of equity financing contracts, but they differ from normal ones. After the study on the contracts choices between venture capitalists and venture entrepreneurs, this book holds the opinion that convertible preferred stock contracts are the optimal choice between the two financing contracts. In the venture capital financing con-