

商用英語系列之二

商業實務英語

Modern Business In English



文翔圖書公司印行

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(本書備有錄音帶)

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商用英語系列總序

英語在國際商業上之用途，愈來愈廣。對歐美亞各洲一般也使用英文，其他的語文僅作補助之用而已。在工商業發達之今日，人與人之間的交際，日趨頻繁，故除了使用語言之外，更以書信爲工具來聯絡感情以達其敘事達意之目的。

本系列叢書之重點，着重於嚴謹的英文商用書信，書中極力強調表達方式，例句範例，與商業專用語，可供讀者在家學習之用。本系列書之編撰力求完美，故其實用價值實不比贅述。衷心期望對從事於國際商業的人士有所助益則萬幸矣。

張 立 明 識于台北

商業實務英語

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1. The Formation of a Company —

For the millions of prospects annually becoming the self-employed, one question dominates the initial planning prior to the commencement of business: What type of company should I form?

In general, there are three major types of companies: partnership, sole proprietorship and limited or incorporated company. Being at a loss which type to choose, a great number of prospective business owners rush to the selection of the corporate form. Forming an incorporated company, however, is not always the best choice.

The blind choice of the corporate form may, on the contrary, adversely affect the company's future growth. Worse yet, the wrong rush to incorporate may even involve the owners in financial predicaments. We are not to say that incorporation is an entirely incorrect choice. Not in the least. We simply say that a prospective owner should avoid the mistake of choosing the wrong business form, for incorporation may sometimes offer him nothing more than unnecessary solicitor fees and excess paperwork.

The sole proprietorship can offer the owner the greatest possible freedom in the management of his business. The greatest defect of this form, however, is the matter of liability, for the proprietor is personally liable for all claims against the company.

The general partnership is similar to the sole proprietorship except that the partnership pools the talent and experience of two or more people. These general partners are jointly liable for the claims against the company. In a general partnership, the most important thing is the choice of right partners.

There is a rule of thumb: Good friends make poor business partners. This is because friendship is based on emotional ties, which should not be confused with business relationship. A good partnership should be based on pure business and the parties must pledge their devotion to the company, rather than to each other, for the good of the business.

For a number of businesses, incorporation is, in fact, the ideal choice because it offers shareholders legal protection. Shareholders are, in general, not liable for the claims against the company beyond the amount invested, nor are the officers, for, in most cases, creditors have claims only against the assets of the corporation. So shareholders' liability is limited.

Nevertheless, incorporation may be highly inefficient for small firms for the following reasons:—

(1) A corporation involves more red tape than any other type of company. Applications must be made to the Companies Registry and solicitors must generally be hired for all of the procedures.

(2) Incorporation may be too heavy a burden for a small company. Legal procedures and related fees can exceed HK\$3,000 and an incorporated company is taxed at a higher rate than a sole proprietorship or a general partnership.

組織一家公司

對每年成百萬有希望自僱主的人來說，在開業前的創辦籌備工作中首先要解決一個問題：要組織什麼類型的公司？

一般來說，主要公司類型有三種：合夥公司、獨資公司或有限公司。許多未來商行東主由於不知該選擇哪一類型的公司好，就貿然選擇法人組織形式（在美國指「有限公司」）。然而，組織有限公司並不全是最佳選擇。

相反地，盲目選擇法人組織形式給公司的未來發展帶來不利的影響。更糟糕的是，貿然選擇這種形式甚至可能使東主陷於財政困境。我們並不是說選擇這種形式的公司是完全錯誤的，我們沒有這個意思。我們只是說，未來的東主必須避免錯誤的選擇。因為這形式的公司有時除了給他增添不必要的律師費和額外的文件處理工作之外，別無好處。

獨資公司能夠給予東主經營業務的最大限度自由。然而這一形式的最大缺點是責任問題。東主本人須負責償還一切的債務。

一般合夥公司與獨資公司相似，只不過合夥公司把兩個或更多的人的才能和經驗匯聚起來。這些合夥公司的合夥人共同負責償還對公司的一切債務。在一般合夥公司裏，最重要的是正確選擇合夥人。

根據經驗所得，好朋友成了不好的商業夥伴，這是因為友誼是建立在感情上面，這不應同商業關係混淆起來。好的合夥公司的合夥人必須以純業務為基礎，合夥各方必須為了生意的成功而效忠於公司，而不是互相效忠。

對若干商行來說，註冊為有限公司確實是理想的選擇，因為它使股東得到法律上的保障。一般來說，股東不必負責償還投資額以外對公司的債權要求，高級職員也不用負責，因為在大多數情況下，債主只對公司資產提出債權要求。所以股東的責任是有限的。

雖然如此，註冊為有限公司對小商行來說可能會影響其效率，理由如下：

1. 有限公司牽涉的繁文褥節比其他類型公司來得多。須向公司

註冊處申請，通常還要聘請律師處理一切手續。

2. 對小公司來說，註冊可能是一種很重的負擔。法律手續和有關費用可能超過三千港元，有限公司的抽稅率也比獨資或合夥公司高。

【註 釋】

1. self-employed 被自己僱用者，即「僱主」。
2. the commencement of business 開業
3. partnership 合夥公司，由兩個或以上的人合資組成的公司
4. sole proprietorship 獨資公司，獨自出資經營的公司
5. limited 或 incorporated company 有限公司，即需向政府註冊的有限責任公司。
6. corporate 法人的
7. financial predicaments 財政困境，經濟拮据
8. solicitor fee 律師費
9. paper work 泛指與文件有關的工作
10. liability 責任，尤指債務方面的
11. claim 債權，要求權
12. partner 合夥公司的股東，合夥人
13. shareholder 股份持有人，有限公司的股東
14. legal protection 法律保障
15. creditor 債主
16. assets 資產
17. red tape 繁文縟節，繁瑣的手續
18. Companies Registry 公司註冊處
19. procedures 手續
20. tax 抽稅

2. The Commencement of Business

Selecting the right business location is so important that it's almost impossible to overemphasize the point. This is also a decisive factor in the formation of a company. No matter how well your company is organized, simply settling at a dead-end address can throw your venture off course for ever.

When your company is organized and a money-making location is found, if your company is a sole proprietorship or a general partnership, you can simply have it registered with the Business Registration Office. However, if you are in a position to organize a company with limited liability, you have a great number of red tape to handle. You must apply for the advice on the registrability of your company name, prepare the memorandum and articles of incorporation and so forth and obtain the certificate of incorporation from the Companies Registry.

Prior to the commencement of your business, consider carefully how to make first impressions. The impressions obtained at the first encounter are likely to be carried by potential customers for ever. You will have a bitter pill to swallow if you make a bad first impression. All too many traders are far too casual about first impressions, which may result in customers' reluctance to return for a second try.

How can you avoid such bad first impressions? The tricks may be as follows:—

(1) Be sure to assign a responsible individual to supervise your employees.

(2) Instruct all employees in the full scope of their responsibilities. Make sure in advance they know how to handle virtually every contingency likely to arise from the opening day on.

(3) Get everything ready and perfect.

The other thing to avoid is biting off more than you can chew. Many traders often show their inexperience by opting for universal appeal rather than setting their eye on certain groups of consumers. By seeking to appeal to everyone, they really appeal to no one.

In view of this, you must set your eye on a specific and identifiable market, develop a close relation with it and continuously gauge the effectiveness of your company through market research.

On the other hand, you must also avoid predicting success prematurely. Simply guessing at profits without any supporting evidence can spell ruin for even the best of business ideas. To avoid this, you should make careful market research to estimate the number of potential customers, the number of major competitors in the area and the prospect of sales.

開 業

選擇正確營業地址非常重要，即使怎樣強調，都幾乎不可能說是過份的。這也是成立公司的一個決定性因素。無論你的公司組織

多麼完善，只要所選的地址是一個死角，你的生意就可能一敗塗地。

當公司組織好並找到賺錢的地點時，如果是獨資公司或一般合夥公司，只要在商業登記處登記就行了。然而，假定你想組織一家有限責任公司，那麼就有大量繁瑣的手續要處理。你必須（向公司註冊處）申請註冊，首先要了解你公司的名稱是否可以註冊，要草擬章程和註冊文件，並從公司註冊處領取註冊證書。

在開業前，要仔細考慮創造第一次印象。潛在的顧客對第一次接觸所得的印象可能永誌不忘。如果第一個印象搞糟了，你就會自食苦果。許多商店對第一次印象都太漫不經心了，這可能導致顧客不願再次光顧。

怎樣避免這種壞印象呢？辦法如下：

1. 務必任命一位負責任的人士監管你的僱員。
2. 教導所有僱員全面認識他們的責任，一定要預先使他們懂得如何處理開張日起實際工作中出現的每一個偶發性問題。
3. 把一切準備妥當。

要避免的另一件事是好高騖遠。許多商人常常把營業面鋪得太廣，而不是把眼光集中在特定的消費者上，從而表現經驗淺薄。冀求吸引每一個人，實際上一個也吸引不到。

有鑒及此，你必須把注意力集中在一個特定的性質明確的市場上，與它建立密切的關係，並通過市場研究不斷衡量公司的效能。

另一方面，你也必須避免過早預言成功。沒有任何根據就猜測利潤，可能連最好的經營主意都會破壞無遺。要避免這一點，必須作細緻的市場調查研究，估計未來顧客的數目、本地主要競爭對手的數目以及營業前景。

【註 釋】

1. business location 營業地點
2. decisive factor 決定性因素
3. dead-end address 死角
4. venture 原意是「商業冒險」，現代都作「企業」解。

5. money-making 賺錢
6. registered with 向(政府部門)登記或註冊
7. Business Registration Office 商業登記處
8. limited liability 有限責任
9. registrability 可註冊性
10. memorandum 章程
11. articles of incorporation 註冊文件
12. certificate of incorporation 註冊證書
13. first impression 第一個印象
13. potential customer 潛在顧客, 未來顧客
14. opening day 開張之日
15. appeal to 吸引
16. consumer 消費者
17. market research 市場研究, 市場調查
18. competitor 競爭者
19. prospect of sales 營業前景
20. business idea 經營設想

3. The Draft Agreement on the Organization of a Limited Company

Name:

This company is named Evergreen Company Limited and shall apply in accordance with the law to the Hong-kong Government for its registration to become a private company with limited liability. Each shareholder assumes limited liability and his or her rights and interests are guaranteed by the regulations on a limited company.

Business Range:

This company trades as importers and exporters.

Imported goods: Piece goods

Exporter goods: Ready-made clothes

Capital:

The real capital of this company is two million Hong-kong dollars and is divided into forty shares of fifty thousand Hongkong dollars each. After the application for its registration is granted, each shareholder shall pay his or her share of capital to the preparatory office of the Evergreen Company Limited within ten days for a share certificate. When the raising of the capital is completed, our company is formally established and our business is commenced.

Management:

The managing director of this company is concurrently

the general manager. The managing director appoints one sales manager and one finance chief officer. The sales manager manages the import and export business of this company. He is also responsible for the employment of general clerks and the preparation of monthly reports on the state of business to the general manager. The finance chief officer takes care of the funds of this company. With regard to the signing and issuing of bank cheques and various bills or notes, they are effective only when they have been signed by the general manager and sealed with this company's stamp.

Board of Directors:

The board of directors of this company elects six standing members to decide on important affairs of this company. This company settles accounts once a year according to the fiscal years in Hong Kong and arranges the state of business and sales figures in balance sheets and profit and loss accounts to be verified by the board of directors of this company. The board of directors holds a regular meeting every year to listen to the reports on the state of this company's business and examine forms and reports. If this company incurs a heavy loss in business and the amount of the loss is estimated to be over one third of this company's registered capital, or if a particular event produces a great impact on the future of this company, the general manager shall at once report to the standing members of the board of directors and the members shall hold an interim meeting to make a decision.

Dividends and Bonuses:

The board of directors shall decide on the distribution of dividends every year and allocate 10% of the net profit as the bonus to the general manager, 5% as the bonus to the sales manager, and 5% as the bonuses to the finance

chief officer, chief accountant and the secretary of the general manager's office.

Expected Expenditure:

The yearly expenditure in the first year after this company's establishment will not be more than five hundred thousand Hongkong dollars.

Tasks of the Preparatory Committee:

The foregoing is a draft agreement. The preparatory committee of this company shall work out the memorandum of the organization of the Evergreen Company Limited in accordance with the draft agreement, invite friends to subscribe for shares to become shareholders of this company and form the board of directors to approve the memorandum of the organization of this company. As soon as the company is formally established, the preparatory committee will be dismissed.

組織有限公司草約

名稱:

本公司定名為萬年青有限公司，依法呈請香港政府註冊，成為私人股份有限公司，各股東負有限責任，並受有限公司制度之權益保障。

營業範圍:

本公司經營進出口業務。

進口貨品：布疋。

出口貨品：成衣。

資本:

本公司實收資金為港幣二百萬元，分為四十股，每股港幣五萬元。呈請註冊獲批准後，各股東須於十天內將股款繳交萬年青有限

公司籌辦處換取股簿。股款集齊之後本公司即正式成立開業。

管理：

本公司董事長兼任總經理，由董事長任用營業部經理一人，財務主任一人。經理管理本公司進出口業務，包括聘請普通職員。每月將營業情況向總經理報告。財務主任管理本公司資金。對銀行支票及各方面之票據簽發，由總經理署名加蓋本公司圖章，方算有效。

董事會：

本公司董事會選出常務董事六人，決定本公司之重大事件。本公司依照香港財政年度，每年結算一次。並將業務情況及營業數字列明資產負債表、損益表，呈交本公司董事會審核。董事會每年開例會一次，聽取本公司業務情況之報告，審查報表。

本公司營業如有重大虧損，其虧損數目估計超過本公司註冊資金三分之一時，或因特殊事件，對本公司前途有重大影響時，總經理得立即向常務董事報告，由常務董事臨時開會作出決策。

股息與紅利：

本公司每年由董事會決定派發股息，並撥出純利百分之十為總經理花紅，百分之五為經理花紅，百分之五為財務主任、會計主任及總經理室秘書花紅。

開支預計：

本公司成立之第一年度，全年開支不超過港幣五十萬元。

籌委會任務：

以上各項乃係草約，本公司籌備委員會根據該草約原則擬出萬年青有限公司組織章程，邀請友好認股參加，成為本公司之股東，並組成董事會，批認本公司組織章程。當本公司正式成立之日，籌備委員會即告解散。

【註 釋】

1. private company with limited liability 私人股份有限公司
2. rights and interests 權益