An Empirical Study of the Relationships among the Ownership Structure, the Independent Director and the Operating Perfor

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ABSTRACT

Corporate Governance is not a new phenomenon, yet recently a focus on the topic has become more intense. In order to assist listed electronic companies to build better corporate governance systems, Securities and Futures Commission has requested that all public offering companies should set up the independent director systems in order to become listed electronic companies. This research examines the relationships among the ownership structure, the independent director and the operating performance of the electronic companies in Taiwan. 288 samples were selected from the listed electronic companies in the Taiwan Stock Exchange Corporation in 2004. Main findings include the follwing: 1.The ratio of the stock held by the largest shareholder, the board and supervisors, and the ownership concentration have a positive relationship with the firm 's operating performance; the ratio of the stock held by the manager has no relationship with the firm 's operating performance; the ratio of the pledged shares held by the board and supervisors has a negative relationship with the firm 's operating performance. 2.The scale of the board has a positive relationship with the ROA and ROE, it has a negative relationship with the EPS; the ratio of the independent director number and the independent supervisor number have a positive relationship with firm 's operating performance. 3.The whole ownership structure system and independent director system have more explain total variation with firm 's operating performance than between individuals.

Keywords: corporate governance; ownership structure; independent director

Table of Contents

第一章 緒論	1 第一節 研究背景與	動機1
第二節 研究目的	5 第三節 研究範圍與限制	6 第四節
研究流程	7 第五節 論文架構	9 第二章 文獻探
討	10 第一節 公司治理	10 一、公司治
理之意義10二、	公司治理之架構	12 三、我國公司治理執行
之相關規章與實施方向18 第二節 代理理詞	倫與資訊不對稱	22 第三節 股權結構與企業經營績效
之關聯性27 一、股權結構與企業組	涇營績效具正相關論28 二、	股權結構與企業經營績效具負相關論
29 三、股權結構與企業經營績效無關		
32 一、獨立董監事之定義	32 二、獨立董監事持股比	北率與席次34 三、
獨立董監事組成與企業經營績效	.35 第三章 研究方法	38 第一節
研究架構		
假說43 第		
方法51 第四章	章 實證結果與分析	55 第一節 變數資
料之敘述統計分析55 第二	二節 企業經營績效變數資料之敘述統	計分析59 第三節 假說驗證與
分析61 第五章 統	結論與建議	94 第一節 結論
94 第二額	節 建議	96 參考文獻
98		

REFERENCES

一、中文部份 中華公司治理協會(2002)。2002年1月31日,取自 http://www.cga.org.tw/index.php?content=history 何里仁(2003)。公司治理 之資訊透明度與經營績效關聯性之實證研究。逢甲大學會計與財稅學研究所碩士論文,未出版,台中市。 李建然、廖秀梅、廖益 興(2003)。股權結構、董事獨立性與企業經營績效之研究。2003年會計理論與實務研討會,國立成功大學,台南市。 吳昆皇(1995)。上市 公司董事會組成與特性對企業經營之關聯性研究。國立台灣大學商學研究所碩士論文,未出版,台北市。 邱垂昌、莊俊銘(2004)。獨立 董監事、公司資訊透明度與公司價值之關聯性。2004年會計理論與實務研討會,國立政治大學,台北市。 何幸芳(2003)。獨立董監事對 公司價值與盈餘資訊內涵影響之研究。輔仁大學金融研究所碩士論文,未出版,台北縣。 林明謙(2000)。股權結構、董事組成對大股東

介入股市行為影響之研究。輔仁大學金融研究所碩士論文,未出版,台北縣。 柯承恩(2000)。我國公司監理體系之問題與改進建議(上)。 會計研究月刊, 173, 78-81。 柯承恩(2000)。我國公司監理體系之問題與改進建議(下)。會計研究月刊, 174, 79-83。 孫秀蘭(1995)。董 事會制度與經營績效之研究。國立台灣大學財務金融研究所碩士論文,未出版,台北市。 高蘭芬(2002)。董監事股權質押之代理問題對 會計資訊與公司績效之影響。國立成功大學會計研究所博士論文,未出版,台南市。 翁淑育(2000)。台灣上市公司股權結構、核心代理 問題與公司價值之研究。輔仁大學金融研究所碩士論文,未出版,台北縣。 陳文河(2000)。上市公司外部董事及監察人行使職權之成效 研究,證交資料,456,1-14。 張忠謀(2002)。取自:伍忠賢(2003)。公司治理的第一本書。台北市:商智文化出版。 張雅琳(2004)。我國企 業獨立董事機制與經營績效之關聯性研究。大葉大學會計資訊學系碩士論文,未出版,彰化縣。 葉銀華、李存修、柯承恩(2001)。公司 治理與評等系統。台北市:商智文化出版。 葉銀華(2002)。透明度要推行成功最重要的還是股東行動主義。會計研究月刊,200,63-64。 楊麗弘(1999)。台灣上市公司股權結構與經營績效之研究-由董監事持股質押效果論之。長庚大學管理研究所碩文論文,未出版,桃園 縣。 楊朝旭(2004)。自願聘任獨立董事之動力:訊息傳遞觀點。2004會計理論與實務研討會,國立政治大學,台北市。 蔡俊杰(1994)。我 國上市公司董事會結構之研究。國立台灣大學商學研究所碩士論文,未出版,台北市。 劉連煜(2003)。健全獨立董監事與公司治理之法 制研究-公司治理、外部監控與政府規制之交錯。月旦法學雜誌,94。蘇裕惠(1999)。歐美及東亞各國審計委員會制度之分析探討。會計 研究月刊,160,155-163。 蘇裕惠、葉銀華(1999)。強化公司管治機制之探討。主計月報,521,13-25。 二、英文部份 Akerlof, G. (1970). The Market for Lemons: Quality Uncertainty and the Market Mechanism. Quarterly Journal of Economics, 84(3), 488-500. Agrawal, Anup, Charles & Knoeber (1996). Firm performance and mechanisms to control problems between managers and shareholders. Journal of Financial and Quantitative Analysis, 31, 377-397. Berle, Adolf, & Gardiner Means. (1932). The Modern Corporation and Private Property. New York: Mac-Millan. Barnea, A., Haugen, R. Q., & Senbet, L. W. (1985). Agency Problems and Financial Contracting. Englewood Cliffs: Prentice-Hall. Barnhart, Scott, W., Wayne, M., Marr, Stuart & Rosenstein, S. (1994). Firm performance and board composition: Some new evidence. Managerial and Decision Economics, 15, 329-340. Claessens, S., Djankov, S. & Lang, L. H. P. (1999a). How control East Asian corporation, Policy research working paper 2054, The World Bank. Claessens, S., Djankov, S. & Lang, L. H. P. (1999b). Expropriation of minority shareholders: Evidence from East Asia, Policy research working paper 2088, The World Bank. Chaganti, R. & Damanpour, F. (1991). Institutional Wonership, Capital Structure, and Firm Performance. Strategic Management Journal, 12, 479-491. Eisenhardt, K. M. (1989). Agency Theory: An assessment and review. Academy of Management Review, 14, 57-74. Fama, E. (1980). Agency problems and the theory of the firm. Journal of Political Economy, 88(21), 288-307. Hermalin, B. E. & Weisbach M. S. (1991). The Effects of Board Composition and Direct Incentives on Firm Performance. Financial Management, 20, 101-112. Healy, Pl M. & Palepu, K. G. (2001). Information asymmetry, corporate disclosure, and the capital markets: A review of the empirical disclousure literature. Journal of Accounting and Economics, 31, 405-440. Jensen, M. & Meckling, W. (1976). Theory of the firm: Managerial behavior, agency costs, and ownership structure. Journal of Financial Economics, 3, 305-360. Mehram & Hamid. (1995). Executive Compensation Structure, Ownership, and Firm Performance. Journal of Financial Economics, 38, 163-184. Morck, R., Shleifer, A. & Vishny, R. W. (1988). Management Ownership and Market Valuation: An Empirical Analysis. Journal of Financial Economics, 20, 293-315. McKinsey & Company. (2000). Investor Opinion Survey. New York: McKinsey & Company. Pound, J. (1988). Proxy Contests and the Efficiency of Shareholder oversight. Journal of Financial Economics, 20, 237-365. Pfeffer. J. (1992). Size and Composition of Corporate Boards of Directors: The Organization and Its Environment. Administrative Science Quarterly, 17, 218-228. Rechner, P. L. (1989). Corporate Governance, Fact or Governance Fiction, Business Horizons, 11-15, Rosenstein, S. & Wyatt, D. S. (1990), Out side directors, board independence and shareholder wealth. Journal of Financial Economics, 26, 175-192. Shleifer, A. & Vishny, R. (1986). Large Shareholders and Corporate Control. Journal of Political Economy, 3, 461-488. Shleifer, A. & Vishny, R. (1997). A Survey of Corporate Governance. Journal of Financial Economic, 52, 737-785. Weisbach, M. S. (1998). Outsider director and CEO turnover. Journal of Financial Economics, 20, 431-460. World Bank. (1999). Corporate Governance: A Framework for Implementation-Overview. Washionton: World Bank. Yeh, Y. H. & Lee, T. S. (2000). Corporate governance and performance: the case of Taiwan. The Seventh Asia Pacific Finance Association Annual Conference, Shanghai(Third draft). Zahra, S. A. & Pearce, J. A. (1989). Boards of directors and corporate financial performance: A review and Integrated model. Journal of Management, 15(2), 291-334.