

# FROM ANCESTRAL TONG TO JOINT-STOCK COMPANY: THE TRANSFORMATION OF THE YIP KWONG TAI TONG IN SOUTH CHINA, 1830S–1960S

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*The Kwong Tai Company (光大公司 1917–1960) holds a unique position in modern Chinese history as the first joint-stock company registered in British Hong Kong that originated as an ancestral tong in South China. Its history reflects how a traditional ancestral tong adjusted its operations in a unique historical setting and coped with a new identity. This case provides a missing chapter in the story of how traditional Chinese corporate institutions came to terms with Western ideas of the company and company law. By looking into the institutional and cultural transformations of the Yip Kwong Tai Tong, this article reveals how traditional Chinese institutions responded to political and economic changes in Republican China, when the state in China evolved into a different form, and the ritual-based society was in decline, especially when the world economic system entered coastal China.*

**Keywords:** Chinese lineage; ancestral Tong; Joint Stock Company; South China; company codes; Chamber of Commerce; legal authority; ritual authority

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In this article I use the Cantonese readings or conventional Hong Kong renderings for Chinese names and terms, but at the first use also provide *Putonghua* readings in square brackets. The primary sources cited in this article include a large number of legal documents preserved in Hong Kong. These include petitions, liquidation requests, land and company registration records preserved by the Land Registry, the Company Registry, and the Supreme Court of Hong Kong. A large number of written clan records (including three sets of Yip family genealogies [printed in 1843, 1913 and 1939], and three sets of “Manual for Preservation” [printed in 1917, 1918 and 1939]) are collected in various libraries and archives in South China. The genealogies and manuals were compiled with the intentions of unifying the kin group. They were important tools for the Yips to manage their geographically dispersed members. To cross-check these materials, the author draws on interviews with eight Yip members residing in Hong Kong, Fatshan and Hokshan for interpretations of meaning and collective memory. The different accounts of the same incidents reflect the conflicts and divisions between different branches of this kin group.

It is important to note that the Chinese tong had completely different legal status in urban Hong Kong (the “ceded region”) and the New Territories (the “leased region”). The case I cite in this article was a tong active in urban Hong Kong. Thus, it was subject to the legal system in urban Hong Kong. Under British colonial rule (1841–1997), urban Hong Kong (Hong Kong Island and part of the Kowloon Peninsula) and the New Territories (rural Hong Kong) functioned under two legal systems. Urban Hong Kong was a “ceded region” which followed the English common law tradition established under British rule. In contrast, the New

## INTRODUCTION: RITUAL-BASED SOCIETY IN SOUTH CHINA AND ITS DEMISE

Guangdong province in South China was home to a number of ancestral tongs that functioned as holding companies (British courts in Hong Kong referred to them as trusts).<sup>1</sup> For decades, researchers interested in Chinese society have noted the concentration of such highly corporate kin groups in Guangdong. What accounts for the size and longevity of these groups?<sup>2</sup>

Before the 1950s scholars tended to view them in terms of their rituals around a patriarchal ancestral cult, and to explain their size and longevity by examining their genealogies, grave sites, and ancestral halls. In the 1950s Maurice Freedman looked beyond these aspects, adopting a structural-functional approach by focusing on the importance of joint property-owning in lineage membership. He argued that the growth of kin groups into large lineages in South China was the result of the frontier environment, where cooperation was necessary in opening and irrigating wild land, and defending life and property. In a frontier society lineage formation, genealogical registration and the setting up of corporate estates strengthened group solidarity and identity.<sup>3</sup>

Inspired by Freedman, a substantial body of subsequent research explained how descent and property holding interacted with each other. These findings confirmed the contractual nature of the lineage, with ancestral trust property as its material foundation.<sup>4</sup> Then in 2006 David Faure extensively revised Freedman's ideas, noting that in the South China environment it was not the absence of the state but its presence that drove lineage group formation. He documented that from the mid-sixteenth to the nineteenth century, state expansion and social organization proceeded hand in hand, allied, remarkably, not by written law but by shared ritual commitments. The language of emperor and ancestor, which were mutually constitutive, became core ingredients in identity, property ownership, business practices, and community formation.

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Territories was leased by the Qing government to Britain for ninety-nine years. In this “leased region”, the British colonial government respected certain “Chinese customs” (such as ancestral worship and related issues over tong properties). For details of this legal divide between urban Hong Kong and the New Territories, see Wesley-Smith 1980 and Hayes 2006. On the legal status of the Chinese tong in urban Hong Kong (especially on the application of the British “Rule against Perpetuities”), see Chung 2010. See also Buxbaum 1968, pp. 146–64. On the colonial adoption of Chinese traditional institutions and practice in the New Territories, see Nelson 1969.

1 See, for example, *Lau Leung-shi v. Lau Po-tsun*, *Hong Kong Law Reports* [1911] 6, p. 149; *Ip Cheung-kiok v. Ip Siu-bun and others*, *Hong Kong Law Reports* [1988] 2, pp. 247–55.

2 See, for example, Harrison 2000, Fitzgerald 2000, and Liu 1997.

3 Maurice Freedman's major works include Freedman 1958 and 1966. See also Watson 1982 and Chun 1996.

4 See, for example, Potter 1968 and Watson 1990. See also Watson 1982 and Cohen 1976. In general, these works emphasize the need to maintain ritual solidarity (ancestral worship) as a condition for corporate existence and argue that common economic interest in land was what makes the lineage a solitary kin group. They reassess the role of the frontier environment in the development of the Chinese lineage and find that the holdings of ancestral properties motivated members to retain membership in the group. This process involved lineages in a constant process of creation and re-creation in the form of compiling genealogies and temple building.

In this ritual-based society, the lineage became a corporation based upon collective ownership of ancestral estates attached to ancestral halls.<sup>5</sup> With the tools of incorporation, lineage trusts evolved into something comparable to Western business firms and provided a means for holding properties in the names of the ancestors, thus forging a corporate structure that enabled property to be jointly held and investments made.<sup>6</sup>

Yet, this lineage-based/ritual-based society in South China lasted for only about four hundred years. By the late nineteenth century, both dynastic rule (under an emperor) and lineage hegemony (legitimized by ancestor worship) came under attack by a growing class of intelligentsia who embraced the ideal of a “legal-based” (rather than ritual-based) society as the model for a modernized China. In 1911, with the collapse of the Qing dynasty, the symbiotic relationship between ancestor and emperor formally came to an end. In Republican China, the lineage could not fit easily into a state where no emperor reigned. How did ancestral tongs in South China adjust to this new historical landscape? The history of the Yip Kwong Tai Tong reveals how one tong managed. It is to trace the origin of this ancestral tong that we now turn.

This article is divided into four parts. The first part examines the role of ritual in the rise of the Yips as a lineage, and in their ability to accumulate wealth and take on the images of scholar-officials, a story of migration and settlement on the frontier. The second part examines how the state in China evolved into a different form, as the ritual-based society in South China was in decline from the late nineteenth century on, especially when the world economic system entered South China, and power shifted towards cities and mercantile groups. The new institutions in favor, both for managing local societies and for mobilizing capital, were the chambers of commerce and business companies. The third part examines how the ancestral tong rebranded itself for the Republican-era legal world by registering the tong as a joint stock company strategically in British Hong Kong. In Republican China, as the traditional emperor-ancestor principle for organizing societies formally collapsed, lineage management had to change. As China was in political chaos, British Hong Kong became a safe haven for their investments. The last part examines how the Tong resolved major dilemmas arising from its double identity. The Yips’ venture maintained a dual identity as an ancestral tong and a joint-stock company – with British Hong Kong as wealth anchor and Fatshan as ritual base.

## LINEAGE BUILDING IN A RITUAL-BASED SOCIETY

### Migrants in a Frontier Society

The story of the Yip Kwong Tai Tong began with the Yips in Lawkong village (Luojian 羅崗), Hokshan county (Heshan 鶴山). For much of its early history, Hokshan was a frontier society where Han immigrants mixed with non-Han populations, a region where competing migrant groups settled. As the last county created in the Pearl River Delta during the Qing (1644–1911), Hokshan did not become a county until 1732, when the government

5 A substantial literature has appeared on the subject of the ancestral trust since Freedman’s *Chinese Lineage and Society* (Freedman 1966). For recent works, see, for example, Cohen 1993, Zheng 1992 (translated into English by Michael Szonyi as Zheng 2002), Matsubara 2004, and Ruskola 2000.

6 See, for example, Faure 2007, 1990, and 2006. See also Zelin 2005, 1988, and 2013.

wanted to strengthen its defense of new settlements there after a series of local conflicts. Around this time the Yips in Lawkong began their rise in status.

In 1843 the Yip (Ye 葉) kin group managed to compile its first genealogy – a milestone in lineage building. The genealogy starts with the history of their migration, tracing their ancestral roots to a famous scholar-official. Like many other Yips in South China, the Yips in Lawkong regarded a legendary scholar-official, Yip Ching Kan (Ye Zhengjian 葉正簡, 1107–1195), as their “pioneer ancestor”. According to South China legend, he had been a prime minister during the Song Dynasty (960–1279) who migrated to the South amidst political upheavals, leaving descendants who spread throughout South China. The Yips in Lawkong claimed to be one branch of this lineage, though their genealogy provides no support for their claim of noble origin.<sup>7</sup>

According to the 1843 genealogy, the historical record of their ancestors began with Yip Shi Chak (Ye Shize 葉士則, 1763–1820), described as a prominent member of the “fifteenth generation”.<sup>8</sup> The genealogy claimed that both Shi Chak and his father repeatedly tried and failed to pass the civil service examinations. But when Shi Chak’s father teamed up with another Yip relative, he showed keen business acumen; the two Yip partners made their fortune in the newly developed Hokshan region. At that time, the Yips, as migrants, had no place to worship their ancestors, and thus no genealogy, no written record of the exact kinship relation with this business partner. After splitting the business with his partner, Shi Chak’s father used his profits to build new houses and buy arable land in Lawkong.<sup>9</sup> In the 1780s, then, Shi Chak’s father opened up Lawkong village for his family.

## The Place of Ritual in Creating a Lineage

The elevation of the Yips’ status from a loose migrant group to a lineage was marked by ancestor worship, and Shi Chak’s role as the manager of these rituals was an important indication of his leadership. The genealogy states that his major achievement was finding an auspicious location for his father’s tomb, and details Shi Chak’s adventures while searching for a burial site for his dead father. Shi Chak travelled far, using his knowledge of feng-shui to find an ideal site. When at last he found one, he erected a magnificent tomb there so that ancestor worship could be performed. The genealogy made the point that Shi Chak’s long quest was not undertaken in the spirit of competing with his brothers to dominate the family, but because he earnestly believed that the family deserved a decent tomb to mark its rising status; while Shi Chak led a frugal life, he spared no expense on elaborate worship for his father at the tomb. This part of the genealogy highlights the importance of ritual not only in lineage building, but in identifying a lineage leader.<sup>10</sup>

In 1820, Shi Chak passed away at the age of fifty-seven, leaving five sons. The genealogy describes the fourth son, Shing Kiu (Ye Xingqiao 葉星橋, 1797–1830) in detail; because of his scholarly temperament, Shing Kiu was his father’s favorite son. Despite repeated failures, he kept striving to pass the imperial examinations. When Shi Chak became wealthy,

7 Genealogy 1843.

8 Genealogy 1913; the first part of this genealogy contains materials copied from Genealogy 1843.

9 Genealogy 1913, pp. 25–27.

10 For other examples, see Watson 1988.

he purchased Shing Kiu a modest official title (and with it the title of “scholar”) from the Qing court. Of all the sons only Shing Kiu had the title of scholar; his brothers went into business, the third and fifth brothers eventually migrating to Hong Kong and North America, thus developing very extensive business networks.<sup>11</sup>

## The Role of Collective Ritual – the “Informal Contract”

Like his father, Shing Kiu took on the role of managing the family’s ancestor worship. He mobilized his four brothers to build a temple for their father. They called the temple Yip Shi Chak Kongzi (Ye Shize Gongci 葉士則公祠). The shift from tomb worship to ancestral hall was significant. The collective ritual, symbolized by the ancestral hall, served as an “informal contract” among kin group members. To maintain worship in the temple, the brothers set up a joint property, or tong, in the name of their deceased father (a Yip Ng Kwai Tong 葉五桂堂, Ye Wugui Tang, literally, the Five Cassia Tong of Yip). The tong, a corporate body to control and mobilize joint resources, became a way for the brothers to invest in various business ventures, including banking and trading in the region. Since Shing Kiu was devoted to his scholarly studies, he sought assistance from his wife, Yip Fung Shi (Ye Fengshi 葉馮氏, hereafter, Madame Fung) in looking after activities for the Five Cassia Tong. Madame Fung, who came from a well-known kin group in Hokshan, proved very able. Unlike her peers she had received a proper education at home, and she had good human networks in the region, which served her well in assisting her husband.<sup>12</sup>

Then in 1830, before his father’s temple was even finished, Shing Kiu contracted malaria and passed away at the age of thirty-four. Soon after, a conflict divided his wife and sons from the rest of the tong. Since Shing Kiu had been the son of a concubine, other lineage members used this as an excuse to challenge his status as tong manager. After negotiations, Shing Kiu’s branch received two banking houses and one trading house.<sup>13</sup>

In the 1830s, Madame Fung and her children migrated to Fatshan (Foshan 佛山), a prosperous commercial and industrial town in the Pearl River Delta that attracted many migrants. In Fatshan, the widow and her sons started their own ventures, importing Western goods from Hong Kong and exporting native products from Fatshan to Hong Kong.<sup>14</sup> As Fatshan was a famous trading center for Chinese and Western medicines, one of their business partners was the Watson’s Dispensary in Hong Kong.

In the 1850s, the eldest son Yik Bun (Ye Yibin 葉亦賓, 1820–1875) passed the imperial examinations and became a magistrate in Hunan province. The second son, Wan Po (Ye Yunbao 葉雲葆, 1820–1888) purchased a modest imperial title and left Fatshan to take up a junior teaching position. The third son Mak Ping (Ye Moping 葉墨屏, 1825–1853) died young and left no male descendant; a son was adopted for him (a child of his eldest brother) to continue his branch.<sup>15</sup> By the time the youngest of the four brothers,

11 Genealogy 1913, pp. 13–15. See also Hsu 1997, McKeown 2000, Watson 1975.

12 *Ibid.*, pp. 17–18, see also Manual 1939.

13 Manual 1917. See also Genealogy 1913, pp. 37–38. Interview with Mr. Yip Shing Wai [Ye Chengwei], 24 May 2011; interview with Yip Tai Tong [Ye Dadong], 18 February 2011. For other examples, see Watson 1985.

14 Genealogy 1913, pp. 17–18. See also Manual 1939, appendix 11.

15 Genealogy 1913, pp. 28–32.

Ching Chuen (Ye Qingcun 葉晴村, 1830–1889) reached adulthood in the 1850s, South China had been engulfed by the chaos of the Taiping Rebellion,<sup>16</sup> and the Yips' trading houses were on the verge of bankruptcy. In the 1860s, when the rebellion spread to Fatshan, Madame Fung and Ching Chuen migrated to Hong Kong. There they exported native products from South China to Hong Kong and thence to overseas Chinese communities (especially those in America, where Yips had settled). Ching Chuen had brought HK \$30,000 to Hong Kong.<sup>17</sup> He soon found a way to invest this money in the colony.

## Tapping New Wealth in British Hong Kong, Consolidating a Ritual Base in Fatshan

While most of South China was in turmoil, under British colonial rule Hong Kong was comparatively stable, both politically and economically. It was a good place for merchants to establish businesses; market activities were better protected by British law. Under the British legal system land became a popular commodity, and an active Chinese landowning class came into being.<sup>18</sup> Governor Hennessy noted that of the twenty principal ratepayers in 1881, three were foreign houses, and seventeen were Chinese. He believed that this development indicated real progress, showing that the merchant class, especially the Chinese merchants, had great faith in the new colony.<sup>19</sup> In 1861, when the Hong Kong real estate market had begun to prosper, Ching Chuen purchased a piece of land on Hong Kong Island, which he later sold for a substantial profit. From 1861 to the 1870s he purchased about twenty more properties in Hong Kong, registering most of the deeds in his own name. By 1881, Ching Chuen was listed as the seventeenth-highest ratepayer in the colony.<sup>20</sup> Under the British legal regime, the land market in Hong Kong was thriving, and the Yips took advantage of it. The young colony became the Yips' wealth anchor in South China.

In the 1870s, with funding from Ching Chuen in Hong Kong, Wan Po (the second brother) drew up plans for a housing compound in Fatshan, which would become

16 See, for example, Wakeman 1966.

17 Genealogy 1913, p.17.

18 For detail, please refer to "Address of His Excellency Sir John Pope Hennessy, K.C.M.G., to the Legislative Council of Hong Kong, 7th of February, 1882", p. 18. In British Hong Kong, with new land survey techniques transplanted from British colonial administration, the delineation and enforceability of modern property rights became possible. Land gradually was divided into small lots, numbered and auctioned out. Under the British system, urban Hong Kong maintained a public land register for recording interests in land and real property. Under the deed registration system in British Hong Kong, instruments affecting real properties were lodged with the Land Registry for registration. This public register provided the means whereby the title to real and immovable property could be easily traced and ascertained. The advantage of the deed registration system was its simplicity. The assurance that it gave the ownership of property encouraged investment. For details, see Nissim 2008.

19 Clan property, in the form of *zutian* (ancestral fields), was common in South China. On the reclamation of the sands in Guangdong and the commercialization of agriculture, see Ye and Tan 1985. Fatshan was a prosperous commercial and industrial town in the Pearl River Delta. It attracted many migrants, including the Yips. As latecomers to Fatshan, the income of the Yips' family tong was generated mainly by commercial rent collected in urban Hong Kong, rather than from arable land in Fatshan.

20 From 1861 to 1881, more than thirty pieces of land in Hong Kong were registered in Ching Chuen's name; Index of Registered Owners and Mortgagees (1858–1863), HKRS199-20-510; Index of Registered Owners and Mortgagees (1864–1868), HKRS199-20-511; Index of Registered Owners and Mortgagees (1869–1873), HKRS199-20-512, The Land Registry, Hong Kong; Manual 1939, appendix 8; Genealogy 1913, p. 106.

their home base and spiritual anchor. The Fatshan compound, covering 4,000 square meters and known as Bo Sin Fong (Bao Shan Fang 寶善坊, literally, 'Precious Good Square'), consisted of four groups of magnificent houses, one for each brother and his descendants. In 1877 the Yip brothers erected a grand ancestral temple in their compound, which they named Yip Tai Fu Chi (Ye Daifu Ci 葉大夫祠, literally, 'Yip Temple for the Grand Scholar-Official'). With this temple, the brothers established a tong (the Fok Shing Tong, Huo Sheng Tang 霍勝堂) in the name of maintaining ancestor worship for their deceased father. Wan Po also compiled a history for his branch, with detailed biographies of his parents, the scholar Shing Kiu and Madame Fung, and their contributions to the Yip branch in Fatshan.<sup>21</sup> With the temple, the tong, and the genealogy, they established their independence from the Five Cassia Tong of Lawkong, and made Fatshan their spiritual home.

The temple in Fatshan was a spiritual and political headquarters, a place where they could perform elaborate rituals for ancestor worship and hold meetings about lineage affairs. The Yips recalled that in the old days, senior men used the income from their joint property to perform ancestor worship twice a year, in the spring and autumn. Offerings of wine, cooked chickens, and roasted pigs were placed before the altar, with burning joss and red candles. The men wore long robes and, in order of seniority, bowed before the spiritual tablet of ancestor Shing Kiu. Afterwards, the meat was divided and distributed among them, also in order of seniority, with elders served first. Sharing the meat was a symbol of sharing other material benefits from the tong. The rituals of bowing to the ancestor and distributing sacrificial meat renewed and updated lineage membership, and made the group a corporation.

Yet as soon as the Fok Shing Tong was founded, a divide among the Fatshan Yips became apparent. Only two of the four brothers were actively involved in tong affairs; as a magistrate in Hunan the eldest son was always absent, and the third brother had died young. The second and the fourth brothers gradually developed a division of labor between the two of them. The second brother took care of the ancestral hall in Fatshan, while the fourth brother took care of their Hong Kong properties. In the early 1880s, the second brother sent his son Yip Keng Tsai (Ye Jingzhai 葉鏡齋, 1840–1921) from Fatshan to Hong Kong to join his uncle Ching Chuen. According to land office records, in 1883 a Fok Shing Tong bought a piece of land on Hong Kong Island; Keng Tsai was registered as the "attorney" for this property. (This move shows that the Yips were aware of legal practices in Hong Kong.)<sup>22</sup> In 1888, when his father passed away, Keng Tsai purchased eight lots on the Kowloon Peninsula on behalf of the Fok Shing Tong. The Yips made their fortune by investing in land in Hong Kong.

## THE EVOLUTION OF THE STATE INTO A DIFFERENT FORM

Buying land in Hong Kong, the Yips hired solicitors and lawyers to mediate for them with colonial institutions such as the Land Registry. They also sent some of their sons to Hong

21 These biographies can be found in *Genealogy* 1913, pp. 28–32.

22 Memorial 12462 (26 July 1883), HKRS490-28-12408, the Supreme Court, Hong Kong.

Kong to study English and acquire legal knowledge. This would significantly change their leadership pattern.

One of these was Lan Chuen, the son of Yik Bun, the eldest brother, who had obtained an imperial degree and been a magistrate in Hunan. Instead of following in his father's footsteps, at the age of eighteen Lan Chuen was sent to study at a well-known government school, Queen's College, in Hong Kong. The teaching medium was English, and mathematics and commercial subjects (like accounting) were important parts of the curriculum. After graduation, Lan Chuen managed several Chinese firms in Hong Kong, as well as becoming a comprador for a foreign shipping company there. Since the Yips had cultivated a long-term relationship with Watson's Dispensary, Lan Chuen was later appointed as comprador of the dispensary and stationed at Hankow [Hankou], a prosperous treaty port in China. Other Yip sons were trained to be compradores; they became competent in English and familiar with English law and business practices.

With the encroachment of foreign companies into coastal China, Chinese compradores such as the Yips quickly mastered the skills of Western business, especially the importance of maintaining written records. They also transferred these skills to their Chinese businesses, with an emphasis on accounting, auditing, and record-keeping. The rise of foreign trade and of the comprador class transformed the ways merchants understood themselves and their activities. Instead of presenting themselves as "scholar-officials" or exemplars of Confucian virtues, merchants emphasized their contacts with the West. In South China, new schools were set up that specialized in commercial subjects and mathematics, since the latter was related to profit and loss. The late Qing reforms also made mathematics a core part of the elementary school curriculum. Many students aspired to become accountants, compradores, or merchants.<sup>23</sup> As an active commercial class emerged in coastal China, the Qing government addressed this development with a series of reforms.

## Late Qing Legal Reforms – Mobilizing “Merchant” Leaders

State building and legal reforms are a popular topic in studies of legal history. Clanchy, for instance, demonstrates that “writing” promotes the interests of the state through the standardization it imposes on its users. In England, writing was the foundation of the “Common Law” which gave uniformity to the Anglo-Norman kingdom. Royal writs, available to all freemen, broke down feudal hierarchies and traditional practices which had depended on oral custom. Writing automated the legal process by mass-producing royal orders in standardized forms. As a result, the king's authority was converted into the power of the “Crown” governed by bureaucratic procedures.<sup>24</sup> To the Qing court, the “power of writing” and legal reforms also had significant political implications.

By the turn of the twentieth century, especially after the Boxer crisis, the Qing government had made plans to tighten its grip over the provinces. Among other measures, it made plans to draft a constitution and reform its administrative structure, curbing the powers of provincial governors while mobilizing “merchant leaders” to convene a Senate in Beijing.

23 Yeh 2007; Zelin and So 2013. See also Mann 1987 and Rankin 1986.

24 For a discussion of legal transformation and the power of writing, refer to Clanchy 1984. See also Peterson 1997.



In 1908, the court announced that a constitutional government would be established over the next nine-year period, consisting of elected governments at the central, provincial, and local levels. New local institutions would be created to facilitate these changes.

In 1904, while local rituals (such as the ancestral worship performed by lineages) continued with their original fervor, the state had begun to evolve into a totally different form. The Qing court abolished the imperial examinations, which had been for centuries the way for lineages to raise their status by grooming their sons to be scholar-officials.<sup>25</sup> The abolition of the examinations was a drastic blow to the scholar-official class and to their lineages, especially for those who had devoted the most resources to schooling their sons to be scholar-officials.<sup>26</sup>

Also in 1904, the Qing court promulgated a series of groundbreaking legal codes, with measures to endorse the status of “merchant” as local political partners. The Company Code (1904), for instance, contained 131 articles in eleven sections, stipulating in detail company organizational forms, ways to report a company’s founding, methods of business management and shareholders’ rights. With these legal codes, merchant groups would become the new partners of the government in managing local societies. The government invited them to register their businesses with the new Bureau of Commerce in Beijing, through local chambers of commerce. These local chambers would carry out a significant supervisory role, by: (1) maintaining detailed records of all registered businesses; (2) distributing standardized (blank) account books to these businesses; and (3) inspecting these account books regularly. In principle, all businesses were supposed to keep three sets of account books (a daily account, a monthly account, and an annual account), and to employ an auditor to examine their books.

With such legal measures, the central government intended to strengthen its hold, partnering with merchants, and using legally-endorsed tools such as registration, accounting, auditing, minute-keeping and voting in general meetings.<sup>27</sup> This new partnership would support the political shift towards a constitutional monarchy. Local assemblies were set up in the provinces in 1909 and a Senate was planned for Beijing. Regional chambers of commerce were entitled to “nominate” and “elect” representatives into these assemblies and the Senate.<sup>28</sup>

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25 The civil examinations were an important governing institution in Imperial China. Yet, the central and provincial governments also sanctioned other avenues to officialdom. In the Ming and Qing eras, both the imperial examination system, together with the purchase of imperial degree titles, were a nexus connecting the intellectual, political and economic life of local communities, provincial governments and the central court. Both institutions served to connect the central court and the provincial governments to the local gentry ideologically and institutionally. In other words, the granting of imperial degrees, via the civil examinations or by the purchase of degree titles, was a constantly contested field of social engineering. It was a significant symbol of state-building and was necessary in imperial China for political legitimization. However, the Qing government did away with the classical examination system starting from 1905. The abolition of the civil examinations was a drastic blow to the scholar-official class, especially for those who had devoted the most resources to schooling (or purchasing degree titles) for their sons to be scholar-officials. After the Qing court abolished the civil examinations, the degree titles also lost their political significance. For details, refer to Elman 2000, 2014.

26 See, for example, Harrison 2005, Franke 1960, Chan 1979, and Rhoads 1975.

27 For details, see Zhu 1995. See also Corne 1997.

28 Lu 1995, and also Cameron 1931.

## Borrowing from the New Legal Codes – Changes in Tong Management

The late Qing reforms led to the formation of many common-interest associations in the provinces. Notable among them was the chamber of commerce, as a channel for redefining the relationship between the emperor and his subjects. These measures had repercussions even in British Hong Kong.<sup>29</sup>

In 1900 Yip Lan Cheun, who had returned to Hong Kong from Hankow, set up a Chinese General Chamber of Commerce in the colony. As its co-director, he drafted its “Articles of Association”. He was particularly sensitive to the ideal of keeping a detailed written record in his chronicles of the chamber, including its management and financial records.<sup>30</sup> At this time Lan Chuen and his cousins also reorganized their ancestral tong in Hong Kong. Each of the four Yip branches nominated one member as their representative; these four men became trustees of the properties the lineage jointly held, which included land and houses in Hong Kong, as well as shares in three Chinese firms in Hong Kong. The cousins renamed Fok Shing Tong as Yip Kwong Tai Tong (Ye Guangda Tang 葉光大堂 literally, the Bright Grand Tong of Yip), inspired by a line in their family poem. All four Yip branches had an equal say in tong affairs, even the head of the third branch, the adopted son who had been born into the first branch.

The Qing reforms sparked a marked increase in popular involvement in governmental affairs. Many aspiring local leaders presented themselves as merchants and used their chamber of commerce as their constituency. Yet before these reforms could strengthen the government, railway disputes in the provinces mobilized local interest groups to declare independence, which led to the disintegration of the Qing regime (also known as the “1911 Revolution”). A republican government was hastily assembled to restore political unity from 1912 to 1916. Yuan Shih-kai, a military man, became the president. But most army leaders only paid lip service to Yuan.

At the end of the Qing regime, the emperor-ancestor structure collapsed. In Republican China, no emperor existed to endorse Confucian culture and rituals; the days of the scholar-official ideal were over. Instead, political power gravitated towards cities and mercantile groups, with merchants assuming more political power as competing regional governments sought financial resources for their regimes, and merchants sought political patrons to protect their businesses. Chinese immigrants in Hong Kong who wanted to represent their interests in China could do so by active participation in politics. Chambers of commerce, rather than lineage groups, became influential in South China politics.<sup>31</sup>

In 1912, Lan Chuen founded a Hokshan Chamber of Commerce (Heshan Shanghui 鶴山商會) in Hong Kong. He saw the chamber as one more way to register political interest in China, even while the Yips continued to move their wealth to Hong Kong and use it as an economic safe haven. In 1913, he updated and reprinted a Yip genealogy based upon the biographies compiled by his uncle Wan Po in the 1880s. This move consolidated the links between two groups of Yip members – those residing in Fatshan and those in Hong Kong. At the same time, Lan Chuen negotiated with the colonial government to release land use

29 Chung 2003, and Bergère 1989.

30 Chow et al. 2002.

31 Lu 1995, and also Cameron 1931. See also Fewsmith 1985.

restrictions on tong lands in urban Hong Kong. When the government agreed, the Yips built a number of houses and shops on these lands to rent out. Yip Kwong Tai Tong purchased new properties in urban Hong Kong in 1913, 1914, and 1918, making land in Hong Kong the foundation of their fortune.<sup>32</sup>

In 1916, with the death of President Yuan Shih-kai, the North–South political divide in China widened. South China was in political chaos. Between 1916 and 1917 the Yip Kwong Tai Tong was also adjusting. By 1916 two of the branch heads had died, while the other two were in their eighties and frail. Lan Cheun claimed that whenever a trustee passed away, the Yips had to change their records with the land office in Hong Kong and pay a new registration fee. Given the size of the tong properties, every registration cost the tong HK\$18,000. In 1917, after more than a dozen lineage meetings in Fatshan, Lan Chuen convinced his cousins to incorporate the Yip Kwong Tai Tong, turning it into Kwong Tai Company Limited (Guangda gongsi 光大公司), to minimize re-registration fees.<sup>33</sup>

Following the legal practice of those days, the Yips designed a logo, or “family emblem”, as a trademark for their company. The company showed little interest in other areas of business, whether trading or manufacturing.<sup>34</sup> Their profit from rents was stable and needed limited managerial and labor input.<sup>35</sup> The Yips’ primary reason for registering their tong as a company was not only economic, but also political – British Hong Kong was a safe haven when there was so much political and economic unrest in South China.

## REBRANDING FOR THE REPUBLICAN-ERA LEGAL WORLD

### A Question of Power – Old Rituals, New Practices

By registering the tong as a joint stock company, the properties were alienated from individual ownership; they became company property.<sup>36</sup> After the 1917 registration, major dilemmas arose: how could the tong convert equity into shares? How could the Yips turn lineage members into shareholders? As a joint-stock company, how could the Yips prevent shareholders from selling their shares to non-lineage members? How could the joint-stock company be managed by family members?

32 Particulars of the property, Lot no. KIL 1218–1220 – Agreement (31 December 1910), HKRS 265-11B-2054-1, The Land Registry, Hong Kong. Index of Registered Owners and Mortgagees (1914–1918), HKRS199-20-545 to HKRS199-20-546, The Land Registry, Hong Kong.

33 Manual 1917, p. 3.

34 On Kwong Tai Tong’s area of business, see “Memorandum of Association of Kwong Tai Company, Limited” (18 July 1917), HKRS122-5-24, The Company Registry, Hong Kong.

35 Under Lan Chuen’s active management, the new company expanded its property holdings and rental business through various middlemen and rent collectors. The tong’s annual income was improving – it went from HK\$20,000 to HK\$30,000 in the 1920s. See Manual 1939, appendix 11. Particulars of the property, Lot no KIL 1218–1220; Surrendered title deeds, Serial nos. 231440 and 301357, The Land Registry, Hong Kong.

36 Previously, the land deeds had been registered in the name of the four branch “representatives” as trustees.

In Imperial China, family firms had generally established a close identity between ownership and control, in contrast to the modern West's formal and professional style of management.<sup>37</sup> With registration, ancestor worship was no longer the only justification for the Yips' wealth. Legal authority had replaced ritual authority in justifying holding joint property. The Yip cousins played new roles within the company as directors, managers, auditors, and shareholders. The registered headquarters was a company office in a tong property in Hong Kong and general meetings were held there. Those Yips who lived in Hong Kong, serving as company directors and managers, also supervised tong operations in Fatshan from a distance. To facilitate this, Lan Chuen compiled a set of written regulations for Yip members, the "Manual for the Preservation of Yip Kwong Tai Tong" ("Ye Guangda tang Shishoushu" 葉光大堂世守書). The first article of the 1917 manual addressed the confusion created by its double identity, stipulating that:

Although this Tong has been transformed as Kwong Tai Company, the rules of [its] operations should follow those stipulated in the Manual of Preservation for Yip Kwong Tai Tong. On occasions when [Tong rules] conflict with those rules [under British law] set out for Kwong Tai Company [Yip members should] still use this Manual of Preservation as the final arbiter. No objections are allowed.<sup>38</sup>

Using written regulations for tong affairs was not uncommon in imperial China, but the Manual's terminology was indicative of its time. It borrowed governing terms from the late Qing and Republican commercial codes, including: nomination, election, voting, general meeting, minute-keeping, accounting, and auditing.<sup>39</sup>

In the manual there were no articles for investment plans, business expansion, or maximizing profits, but there were many articles for ensuring that, after lineage members became shareholders, the Yip family would continue to own and manage the company. To achieve this, the manual installed a checks-and-balance system between ownership (shareholders) and management (directors, managers), and among the four Yip branches.

The chapter on "Regulation on Operations" delineates the power structure of the company, with its headquarters and management in Hong Kong. The 5,000 company shares were divided equally among the four branch heads. The shareholding pattern was rigid,

37 Recent literature on Chinese business history has focused on the managerial and legal evolution of firms in Modern China. These studies have provided alternative approaches to the field of business history by shifting the analysis from external factors such as government policies and local politics to internal aspects of business institutions such as control and ownership, accounting, and management. They have also demonstrated how concepts and interpretations of property rights and corporate structures in contemporary China can be analyzed in terms of their historical, institutional, and cultural roots. In general, scholars have found that Chinese business corporations emerge from a ritual legal context. They have documented how traditional Chinese family law performed many of the same functions that modern western corporation law performs today. Their studies have illustrated how these clan corporations engaged in creative contracting to construct business entities that corresponded to the idealized Confucian family defined by patrilineal kinship. See for example, Goetzmann and Koll 2006; Choi 1995; Chung 1999; So 2006; Boisot and Child 1996. See also Gardella et al. 1998.

38 Manual 1917, p. 11.

39 The 1917 manual had 147 articles, carefully categorized under these headings: "Regulation on Operations" (12 articles); "Rules on Elections" (12 articles); "Powers, Restrictions, and Responsibilities" (46 articles); "Detailed Rules on Meetings" (29 articles).

concentrated, and centralized. The branch heads were the most senior men in each branch. No branch head could hold more than 1,200 company shares for their branch, and they had to sign an undertaking that these shares were not their personal property. Upon their death, the shares went back to the company, to be written off. Then new shares were issued to the new branch head.

Independent of the four major shareholders, a five-member directorate whose term of office was one year managed the company. All the “directors” (*zongli* 總理) were elected from the four Yip branches during an annual “general meeting” in Hong Kong. By separating ownership from management, the Yips intended checks and balances between the two. All directors were each issued about forty company shares. The directors also had to sign an undertaking declaring that these shares were not their personal property, but belonged to their branch. To handle daily tong affairs, a “chief director” (*shou zongli* 首總理) was elected annually from the five directors.

A “safe-keeping director” (*guan xiang zongli* 管箱總理) also was elected annually from the five directors, and functioned independently. To ensure that no directors or branch heads could pass their company shares to outsiders, he kept their share certificates inside a safe. Once a director or branch head left office, his old share certificates were written off and the safe-keeping director issued new share certificates to the incoming directors or branch heads.<sup>40</sup>

The Manual spelled out “elections” in detail. None of the five directors was elected by his own branch, but by the other three branches. The chief director and safe-keeping director were elected in strict rotation from each branch. Their term of office was one year. All male lineage members aged twenty or over could “vote” at the “annual meeting” in Hong Kong.<sup>41</sup>

Despite these new practices, some old traditions remained. Membership was a key issue in the Manual; the clauses related to it were in “Clan Membership and Its Boundaries” (32 articles) and “Worship Rules” (16 articles). The articles strictly banned members from adopting outsiders as descendants. Newborn sons were counted as members only after their parents had performed the ritual of “reporting to the ancestors” (*gaozu* 告祖) at the ancestral hall in Fatshan when the infant was one month old. During this ritual, the parent or grandparent of the infant son burned joss sticks and informed the ancestors that a new member had been born to the clan. The infant’s name was entered into the genealogy and his position legalized. The birth record was registered with the manager, branch heads updated their membership rolls, and every ten years an updated genealogy was printed. A brand-new genealogy was printed every thirty years. The manual stipulated that it was an unforgivable crime to break up the Kwong Tai Company, and that any members who did so should be cast out of the Yip clan forever.<sup>42</sup>

40 Manual 1917, pp. 7–17.

41 Manual 1917, pp. 9–10. The manual spelled out in detail how this rule functioned: the director representing branch one should be elected by members of branches two, three, and four; the director representing branch two should be elected by members of branches one, three, and four; the director representing branch three should be elected by members of branches one, two, and four; the director representing branch four should be elected by members of branches one, two, and three.

42 Manual 1917, pp. 24–28.

The chapter on “Ancestral Ritual” stipulated in detail how to worship the ancestors Shing Kiu and Madame Fung. Adopting late Qing and Republican practice, this section contained several pages of blank application forms for various tong subsidies, and stipulated how the spirit tablets of future generations should be placed inside the ancestral temple.<sup>43</sup> The benefits provided to lineage members were still symbolically referred to as “sacrificial meat” (*zuo* 胙). Members who had broken clan rules (e.g., by embezzling public property, or stealing temple property) were denied benefits. This was referred to as the “removal of sacrificial meat” (*fazuo* 罰胙 or *gezuo* 革胙), and also implied the loss of tong membership and all its material benefits.<sup>44</sup>

Based upon the genealogy, then, the company distributed the following benefits to its members: (1) an annual domestic expense of HK\$2,100 to each branch; (2) a special bonus (when the cash flow of the company reached HK\$80,000, half of it was distributed equally among the four branches); (3) every male member aged twenty or over received HK\$50 per year as “Member’s Share” and females received HK\$25 per year until they married or reached the age of twenty; (4) all youths received a generous “book money” allowance for schooling.<sup>45</sup>

## A Shifting Center – Economic Anchor vs. Ritual Base

Although the Yips maintained ancestor worship in Fatshan and accumulated joint property in Hong Kong, from 1917, when their tong became a joint-stock company, the Fatshan branch lost its administrative and financial autonomy. According to the memorandum of association submitted to the colonial government, the Kwong Tai Company was set up with Hong Kong as the headquarters and Fatshan the branch. A split between the wealth anchor and the ritual home was legally established.

This new power hierarchy was probably a source of conflict. Within a year, the Yips revised and printed their manual. In the 1918 version, remarkably, the article stating that “Yip Kwong Tai Tong was reorganized into Kwong Tai Company with headquarters in Hong Kong and a branch in Fatshan” was entirely deleted.<sup>46</sup> Throughout the 1918 manual the name “Kwong Tai Company” was replaced by “Yip Kwong Tai Tong”. The 1917 version only contains portraits of the ancestor Shing Kui and wife. The 1918 version includes portraits of his four sons (with the third one presented with a blank page stating that he died young and left no visual image). This speedy revision may well have been a response to discontented Fatshan lineage members, especially those residing in Fatshan.

Throughout the modified manual the phrase “in Hong Kong” or “in Fatshan” was added, to define clearly where the power lay. For instance, an article specified that all four branch heads had to reside in Hong Kong, but to elect the five directors, two separate meetings had to be held, one in Fatshan and one in Hong Kong.<sup>47</sup> With these revisions, the manual reached a compromise between members with different interests.

43 Manual 1917, pp. 32–36.

44 Manual 1917, pp. 27–29.

45 See Manual 1917, p. 26; see also Manual 1939, pp. 55–59.

46 See Manual 1918.

47 Manual 1918, pp. 11–14.

## Double Identity – the Power of Written Regulations

Despite the new manual's attempt to clarify the double identity of the tong, ambiguity about its nature grew. Although it was a joint-stock company in Hong Kong (a wealth anchor), in Fatshan it was always the Yip Kwong Tai Tong (a ritual base).<sup>48</sup> In 1939, when Lan Chuen delivered a speech at a lineage banquet, he talked about the growth of their venture, mostly in terms of its business expansion, but he referred to it as Yip Kwong Tai Tong. Whatever it was called, the Yip venture was flourishing: Lan Chuen stated that from 1900 to 1938, the number of adult male members had increased from twelve to 109; its cash flow had increased nearly tenfold, from about HK\$22,000 to HK\$256,000; and the tong's annual income had gone from about HK\$20,000 to HK\$30,000. In 1930, their rental income had reached a record high of about HK\$100,000, while total rental income from 1900 to 1938 exceeded HK\$2,000,000, half of which was distributed to lineage members. The tong also had kept their small amounts of shares in three Chinese firms; between 1900 and 1938, dividends from these shares were about HK\$200,000.<sup>49</sup>

As the tong income grew along with Hong Kong's rising land values, it obviously outstripped the amount of money required for ancestor worship. Over the years, it had very limited tools to contain its increasing wealth, expanding membership, and the growing divide among its members. To alleviate these problems the Yips again revised the "Manual of Preservation" and the genealogy.

The tong reprinted its genealogy in 1913, 1927, and 1939, updating tong membership at the same time.<sup>50</sup> The three genealogies had these common features: (1) all were compiled by the first branch under the leadership of Lan Chuen, a sign of his stable leadership for over four decades; (2) all regarded a legendary figure, Yip Ching Kan, as their "pioneer ancestor", indicating the Yips' continuing scholar-official pretensions; (3) all regarded Shing Kiu as their "founding ancestor" and his temple in Fatshan as their ritual base; (4) and all included portraits of the Shing Kiu husband and wife and their two eldest sons as government officials in elaborate official costume. Remarkably, the genealogies also contained portraits of Ching Chuen, their youngest son (and the merchant who first bought land in Hong Kong), but he was shown as a commoner and dressed like a layman.

The 1939 version contained a striking new feature, a biography of Lan Chuen, accompanied by his photograph. While his grandfather and father were dressed as Qing government officials in their portraits, Lan Chuen wore a tuxedo with a bow tie, and displayed several Chinese Republican government and British Empire medals on his chest pocket. His biography was included in the 1939 genealogy in recognition of his importance in the Yip clan, despite being a different kind of leader than his forebears. While his

48 The Tong purchased a number of properties in South China in 1924 and 1926. These properties included shops and houses adjacent to Bo Sin Fong, the premises near Lin Fa Road (Lian Hua lu 蓮花路), a Western-style estate called "Chap Yuen" (Ji Yuan 戡院), and properties in Tung Hing Dong Kai (Tongxing Dong Jie 同興東街) and Dai Kei Tau (Daji Tou 大基頭). Some of the deeds indicate that the transactions were between Chiu Chi Shing Tong (Zhao Zixing Tang 趙自省堂) and Yip Kwong Tai Tong. Xeroxed copies of these old land deeds were provided to the author by Mr. Yip Shing Wai [Ye Chengwei] in April 2011.

49 Manual 1939, appendix 11.

50 The 1913 version records a total of 123 male members (First Branch: 27; Second Branch: 31; Third Branch: 12; Fourth Branch: 23). The 1939 version records a total of 168 male members (First Branch: 47; Second Branch: 54; Third Branch: 24; Fourth Branch: 43).

grandfather and father's images were modeled upon the traditional scholar-officials of imperial China, he was presented as a Westernized merchant leader in urban China and Hong Kong.<sup>51</sup>

At this time, the tong printed a new manual in an attempt to pre-empt a succession crisis. The 1939 manual had 271 articles, about one hundred more than the 1918 manual.<sup>52</sup> These additions reflected the concerns the Yips were trying to address, which included: (1) the Fatshan branch's challenge to the leadership of the Hong Kong branch; (2) the tong's need for efficient supervision over its property holding and rent collection; and (3) widespread malpractices in tong management.

While the 1917 manual had stipulated that an assistant director in Fatshan be appointed by the Hong Kong directors, the 1939 manual stated that this assistant director would be elected by the Yips in Fatshan. The Hong Kong headquarters could not interfere in the nomination, thus the Fatshan branch had more autonomy.<sup>53</sup> Whereas the 1917 and 1918 manuals stated that urgent decisions made in Hong Kong could be executed without the consent of the Fatshan branch, the 1939 manual abolished this discretionary power. The new manual recorded that all decisions, whether in Hong Kong or Fatshan, had to be endorsed in both places. As well, to reduce conflicts among branch members and allow Fatshan members "a fair say" in tong affairs, all male members living in Fatshan would get a "travel subsidy" to attend the annual general meeting in Hong Kong, where they would have the chance to cast their vote, examine the financial reports, and express their opinion.<sup>54</sup>

The 1939 manual also had a new chapter on "punishments", indicative of the conflicts among lineage members. The 119 articles in this chapter detailed various malpractices in the tong, including: rent collectors taking bribes to rent out tong properties at a discount; watchmen in Fatshan selling weapons assigned to them for their private profit; temple properties being stolen; public property in Fatshan being lent to members and not returned; members arguing with each other in general meetings and obstructing voting; senior members missing meetings and using their absence as an excuse to revoke voting results or important decisions made in those meetings; members citing articles from outdated manuals to challenge rules set out by the revised manual.<sup>55</sup>

The above written records functioned as transmitter of the Yips' collective memory, and were intended to be legal documents defining the membership of the lineage and specifying which people had shares in the ancestral tong. In other words, literacy became an important tool for the lineage to manage its double identity, as well as its geographically dispersed members.

51 Genealogy 1939, pp. 3–12.

52 These articles were as follows: "General Rules" (6 articles); "Organization" (16 articles); "Elections" (20 articles); "Meetings" (25 articles); "Responsibilities and Powers" (42 articles); "Daily Expenses" (62 articles); "Duties" (21 articles); "Miscellaneous" (58 articles); "Punishments" (116 articles); "Compensation" (3 articles).

53 Manual 1939, pp. 4, 11.

54 Manual 1939, pp. 18–23.

55 Some members had violated these regulations. Among other examples, the manual records that some senior members missed tong meetings deliberately and used their absence as an excuse to revoke voting results in those meetings. See for examples, Manual 1939, pp. 89–96.



## Republican-style Modernity

Also in 1939, the Yips held a grand banquet at a Chinese restaurant on Hong Kong Island, where about 220 members celebrated the tong's fortieth anniversary. This occasion shows how the Yips' ritual practices changed over the years – for four decades – from the downfall of the Qing dynasty to the outbreak of the Sino-Japanese War. First, the event was run on a schedule: participants arrived at six o'clock in the evening, and at eight o'clock sharp, led by their branch heads and directors, they stood and bowed, three times each, to a giant national flag (created in 1912 when a Republican government was set up in China), to a portrait of Shing Kiu and his wife, and to the “family emblem” (created in 1917 after registering as a joint-stock company) hanging at the front of the dining hall. No joss sticks or red candles were burned (joss burning had been banned by the Republican government as part of its anti-superstition movement). No sacrificial meat was dedicated to the ancestors or distributed among lineage members; after bowing, the Yips were seated at “long tables” rather than the traditional round tables. They raised their glasses, drank together, and ate dinner, each from their own plate instead of from communal plates or bowls.<sup>56</sup> This setting was quite different from the old days, when Yips gathered to worship, distribute the sacrificial meat, and feast communally in their ancestral hall in Fatshan.<sup>57</sup> The 1939 gathering also vividly illustrates the presence of the state in ancestor worship, with the inclusion of the national flag, bowing to the flag, and even with the dress code of modern-day tuxedo and bow tie.<sup>58</sup>

Before dinner, Lan Cheun and other senior members gave speeches. Some of them still wore floor-length robes, while others, like Lan Chuen, wore a tuxedo. The speeches were about how Yip descendants should be grateful to their ancestors, who sustained them during upheavals. Yet underneath this harmonious atmosphere, trouble was brewing in the form of a succession crisis. Lan Chuen was in his late eighties and without male descendants.

Also in 1939, the Sino-Japanese War gradually spread to South China. When Japanese troops occupied Canton and the surrounding regions, they confiscated the Yips' properties in Fatshan, including Bo Sin Fong (the housing compound) and the ancestral hall. Most of the Yips escaped to Hong Kong, where they turned to the Kwong Tai Company for help. With the loss of their ancestral hall, the Fatshan Yips also lost their power and spiritual anchor. Many led drifting lives in Hong Kong and relied on the Kwong Tai Company to support them.

Then, in December 1941, Hong Kong fell to the Japanese. In 1942, most of the Yips in Hong Kong fled to South China. Only a few Yip males remained in Hong Kong to manage the tong property there. No elections for the tong directorate took place. During the Japanese occupation (1941–45), all Hong Kong firms had to be re-registered. As the branch heads were aging and in failing health, a group of younger Yips became company representatives without nomination or election procedures. In 1944, eight young lineage members

56 Manual 1939, appendix 10.

57 To get an idea of the Yips' worship and communal feasts in their ancestral hall in Fatshan, see Manual 1917, pp. 22–35.

58 See also Harrison 2000, Fitzgerald 2000.

teamed up with the four elderly branch heads to register Kwong Tai Company with the Japanese military government. The branch heads' hold on company shares had already been loosening.<sup>59</sup> The Japanese occupation speeded up this process.

## AN ISOLATED FOSSIL PRESERVED IN BRITISH HONG KONG

### Succession Crisis and Liquidation

The war damaged the tong's joint properties. In Fatshan, Yip properties were occupied by Japanese troops. In Hong Kong, tong buildings on the Kowloon Peninsula were destroyed in air raids. Land deeds of tong properties were stolen when the Kwong Tai Company office was looted.<sup>60</sup> The mechanism of keeping all land deeds and legal documents under a "safe-keeping director" in Hong Kong collapsed. When peace was restored in 1945, the Nationalist Government of China returned Bo Sin Fong and the ancestral hall to the Yips. But before they could reorganize their base in Fatshan, the communist regime took power in China.<sup>61</sup>

British Hong Kong offered the Yips the political space to begin the process of restoration. But although the Kwong Tai Company survived in Hong Kong, it could not restore its pre-war centralized shareholding pattern. In 1946, Lan Chuen passed away, and there was no one to fill his patriarchal role. Neither were there any younger branch heads to take on the leadership that the old branch heads had showed. Instead, a number of branch representatives acted as a group leadership, negotiating with the British government for the re-issue of land deeds destroyed during the war. Some of them became company directors. The division between management (directorship) and ownership (shareholders) could hardly continue, as company registration records showed. In 1947, when the company re-registered with the colonial government, a number of branch representatives came forward as shareholders and directors. The shareholding pattern had diversified into smaller units, with shares in the hands of more than thirty-six members.<sup>62</sup> By this time, management and ownership overlapped.

Given such a diversified shareholding pattern, no single director could lead the company with ease. The company bought no new property for almost fifteen years, from

59 The Japanese records showed that the rigid shareholding rules set out by the manuals disintegrated during the war. The 1917 manual had stipulated that company shares be equally divided among the branch heads; by the mid-1940s this highly concentrated and centralized shareholding pattern had become more diversified, as about eight younger Yip members (many were of the twentieth generation) became shareholders of Kwong Tai Company. During the war years, the branch heads had solicited support from younger members in their branches to handle tong affairs. Although the branch heads (from the nineteenth generation) still held the majority of shares (in amounts ranging from 800 to 1,200 shares), they also needed to pass on a number of shares (in amounts ranging from 40 to 200 shares) to three or four younger branch members residing in Hong Kong. "Kwong Tai Co. Ltd.", Files and Papers of Companies Incorporated during the Japanese Occupation, The Company Registry, Hong Kong.

60 Ip Hoi Kuk to Registrar of Companies (5 September 1946), HKRS114-6-16, the Supreme Court, Hong Kong.

61 Interview with Yip Tai Tong and Yip Shing Wai, 18 February 2011.

62 The number of shares they held ranged from 50 to 400 shares only, with most of them holding 100 to 150 shares. Ip Hoi Kuk to Registrar of Companies (5 September 1946), HKRS114-6-16, the Supreme Court, Hong Kong.

1945 to 1960. Nevertheless, rental income from tong properties was steady, as land values in post-war Hong Kong rose. We cannot trace the branches and generations of these shareholders; the Yips stopped updating their genealogy after 1939. No Yip member commanded sufficient respect to mobilize the four branches for such a project. Without an updated membership list, it became more difficult for Yip Kwong Tai Tong to distribute tong benefits.<sup>63</sup> The Yip was losing an important tool to manage its double identity – as a lineage and a joint-stock company.

From 1947 to 1960, this diversified shareholding pattern remained unchanged. By the late 1950s, about a dozen of the thirty-six registered shareholders had passed away, but shareholding records were not updated. In other words, the company was owned by an increasing number of “absentee shareholders”. In 1955 and 1956, some of the remaining shareholders teamed up. On behalf of the Kwong Tai Company, they petitioned the governor-in-council for approval to redevelop their properties on the Kowloon Peninsula. They intended to demolish the existing low-rise buildings and replace them with several multi-story buildings.<sup>64</sup> Funding was secured by two mortgages from two Chinese banks in Hong Kong, and redevelopment completed in 1961.<sup>65</sup>

While the redevelopment plan seemed to move forward, some members of the third branch, who had not been involved in the plan, decided to liquidate the Kwong Tai Company and cash in their interest. Why would they want to liquidate the company during a property boom? The impetus came from Yip Tai Kong (Ye Dajiang 葉大江, 1906–1976), a senior member of the third branch, who was desperate to repay a massive debt.<sup>66</sup>

Tai Kong was the only surviving son of the previous branch head, who had passed away when Tai Kong was an infant.<sup>67</sup> As an adult, Tai Kong became a heavy gambler, but because he was backed by the Yip Kwong Tai Tong, his lenders were more than willing to advance him money. By the 1960s, he was deeply in debt; at this point he teamed up with a number of lineage members to force the management to liquidate the company, threatening a lawsuit if their demands were not met. The cash from the liquidation would be divided among the four Yip branches.<sup>68</sup>

Some members of the third branch supported liquidation; the third branch had a small male population, so their individual gains from liquidation would be proportionally the largest. But some members of the fourth branch were opposed. They claimed that since their ancestor Ching Chuen had been the main buyer of their joint property, the fourth branch had the right to stop liquidation. Other branch members denied this claim, insisting that Madame Fung had been the mastermind behind these property purchases.<sup>69</sup>

While contemporary accounts trace the demise of the Kwong Tai Company to Tai Kong of the third branch, oral accounts from Yips in Fatshan provide another view. Fatshan Yips

63 Interview with Dr. Yip Shing Yiu, 2 July 2011.

64 Tenancy Application no. K404 of 1955, (25 October 1955), HKRS156-1-4527, The Land Registry, Hong Kong.

65 Memorandum for Executive Council (17 April 1956), HKRS265-22B-59-14, the Supreme Court, Hong Kong.

66 Interviews with Yip Tai Tong and Yip Shing Wai, 18 February 2011.

67 Genealogy 1939.

68 Interview with Yip Tai Tong, 18 February 2011; interview with Dr. Yip Shing Yiu, 2 July 2011.

69 Interviews with Dr. Yip Ka Wai and Mr. Yip Ka Yu [Ye Jiayu], 23 June 2011.

have pointed out that in the 1960s, with various redevelopment plans involving outside partners, the management team became corrupt. Developers overcharged the Kwong Tai Company because the management team served their own private interests, not the company's. Rumors of such corruption generated discontent among members, especially those outside the management circle, who were looking for opportunities to get their share of profits.<sup>70</sup> Liquidation seemed to be the easiest solution.

The very different versions of the reason for liquidation show the tension between the branches of the lineage. The debate over liquidation lasted from 1960 to 1963.<sup>71</sup> The courts approved the petition and the Kwong Tai Company was formally liquidated in 1963. Given the diversified shareholding pattern, with more than one-third of its shareholders being absentee (deceased), the petitioners constituted an effective majority in the eyes of the British judges. Tong properties were sold to a number of property developers.<sup>72</sup> The selling price was about HK\$16 million, an enormous sum in post-war Hong Kong, although even nowadays Yip members claim that this price was way below the market value. They suggest that some lineage members received “commissions” from the buyers to sell the property at a discount.<sup>73</sup>

Profits from the liquidation were divided among male members of the four branches. A member of the fourth branch recalled with dismay that given this branch's large male population, they only received a modest sum of about HK\$10,000. He believed that the third branch received a much larger amount, given their small male population. Although the Yips' manuals had stipulated that breaking up the Kwong Tai Company would be an unforgivable crime, and anyone who did so should be cast out of the Yip clan, no one cited this article to stop the liquidation proposal in the 1960s.<sup>74</sup>

## CONCLUSION: AFTER 1949 – THE EVOLUTION OF THE STATE INTO A DIFFERENT FORM AGAIN

From the mid-Ming to the nineteenth century, descent, property holding, and state control interacted to create a lineage-based society in South China. Based on patrilineal descent, and held together by shared ritual practices, the lineage became a reliable partner for the central government in managing local society, and for local groups in mobilizing investment resources. The language of emperor and lineage was a crucial ingredient in the formation of identity, property ownership, and community. In the first part of this

70 Interview with Yip Shing Wai, 18 February 2011.

71 The liquidation request was submitted to the colonial court through six directors. They held 840 company shares out of the total of 5,000 shares, but no written objection was submitted to the court against their petition. They were Yip Chun-yuen (Ye Junyuan 葉俊源, member of the third branch, generation unidentified, held 150 shares), Yip Hoi-kuk (Ye Haigu 葉海谷, member of the fourth branch, twenty-first generation, held 300 shares), Yip Wing Shing (Ye Yongsheng 葉永盛, branch and generation unidentified, held 125 shares), Yip Chun (Ye Quan 葉全, branch and generation unidentified, held 150 shares), and Yip Hin-shing (Ye Xiancheng 葉顯承, branch and generation unidentified, held 125 shares).

72 “Kwong Tai Co. Ltd.,” Voluntary Liquidation of Company Agencies Files, HKRS114-6-16, the Company Registry, Hong Kong.

73 Interview with Mr. Yip Shing Yu, 23 June 2011.

74 *Ibid.*, and interview with Mr. Yip Ka Yu, 2 July 2011.

article we examined the role of ritual in the rise of the Yips as a lineage, and in their ability to accumulate wealth and build up a scholar-official image, a story of migration and settlement on the South China frontier.

As well, we saw that this ritual-based society was in demise from the late nineteenth century on, especially when the world economic system entered South China, and power shifted towards cities and mercantile groups. With the presence of Western capitalism, an active Chinese comprador and business class emerged in coastal China. The new institutions of favor, both for managing local societies and for mobilizing capital, were the chambers of commerce and business companies. The late Qing legal reforms were part of that government's response to these developments.

From 1904 to 1905, with the abolition of the Imperial examinations and the introduction of the business codes, the state had begun to evolve into a different form. The Qing government, for instance, endeavored to consolidate its rule by introducing legal reforms and mobilizing its subjects in the form of chambers of commerce. The invention of this new political tradition had repercussions in Hong Kong. Yip Lan Chuen, for instance, founded two chambers of commerce in Hong Kong as his bases to participate in Canton politics, on top of his role as lineage leader. But before these new institutions started to help the Qing government to strengthen its control over the Southern provinces, the Qing regime collapsed in 1911.

In Republican China, as the traditional emperor-ancestor principle for organizing societies formally collapsed, lineage management also had to change. The Yips, under Lan Chuen's leadership, registered their ancestral tong as a joint-stock company, not in China but in Hong Kong. Their primary reason for doing so was probably not due to any immediate economic advantage from the British company ordinances, but to the political (and long-range economic) advantage of moving the tong's base to British Hong Kong and keeping its accumulated wealth there. As China was in political chaos, British Hong Kong became a safe haven for their investments. Over the years, the Yips' venture maintained a dual identity as an ancestral tong and a joint-stock company – with British Hong Kong as wealth anchor and Fatshan as ritual base. To preserve their joint fortune in British Hong Kong, the Yips used two traditional tools – their written clan rules (known as the “Manual of Preservation”) and their genealogy, revising, updating, and reprinting both as needed. At the same time, the “Manuals” show that the Yips borrowed extensively from the late Qing and Republican legal codes, especially those on the chambers of commerce, including auditing, accounting, minute-taking, voting, general meetings, and inspecting in maintaining clan affairs. With such tools the Yips tried to convert equity into shares, and turn lineage members into directors, managers, shareholders, inspectors, and auditors.

The Yip manuals gave the impression that written regulations played a substantial role in enforcing conformity; and that adherence to those regulations enabled supervision from a distance, as lineage members played the new roles as laid out for them. But what also comes across strongly, from the various revisions, reprints, and the expanding size of the manuals, was that this remote-supervision via the manual had limited success. This was because the major divide among the Yip members did not come from their conflicting functional roles as managers, directors, and shareholders, but from the power struggle between the tong's wealth anchor in Hong Kong and its ritual base in Fatshan, between two sources of power – legitimacy based on legal authority vs. legitimacy based on ritual

authority. With incorporation as a company under British law in Hong Kong, the power center of the Yips' tong shifted away from their ancestral hall in Fatshan. The divide between the two camps (Fatshan and Hong Kong) widened over the years. Revising the manuals, strengthening checks and balances among directors, managers, and shareholders, did not halt the process. Written codes as governing tools had their limitations.

Yet what we also see in these written records is that the Yips were held together as a corporation (and a lineage) for over four decades, mainly due to the leadership of Yip Lan Chuen. Lan Chuen was something of a human chameleon, responding to changes in the power relationship between the lineage and the state even as the language of political discourse changed in the Republican period, and even when the Yips actually stored their wealth in British Hong Kong. Lan Chuen could be a lineage leader according to the old tradition (following the language of “emperor-ancestor”), as well as a merchant leader (following the language of “state-merchant”), according to the new order. He could be a trusted Chinese leader in British Hong Kong, and a reliable merchant representative in both Qing and Republican China. He seemed to adjust his role fairly easily, despite drastic political changes. He worked well with various political languages and institutions, whether lineage-based or merchant-based.

Since the 1930s, Hong Kong had been one of the major territories of China where foreign jurisdiction had been kept alive, whilst foreign privileges in China were withdrawn by the Chinese government. The Yips continued to use Hong Kong as a safe haven to store their family wealth. But after 1949, the Yips were severed from their roots in South China. A new political tradition was in the making under a communist regime. By then Lan Cheun had already passed away, but even had he been alive he would have had difficulty adjusting. In the new Communist China, neither the language of lineage nor of the chamber of commerce was in favor. The communist government did not recognize the legitimacy of the ancestral tong or the business company, replacing both with the language of labor and class, and with new institutions to manage local societies.<sup>75</sup>

After 1949, all Yip properties on the mainland were confiscated, and Bo Sin Fong became a military hostel for the People's Liberation Army. The Yip Kwong Tai Tong was forced to abandon its ritual practices in mainland China. During land reform, lineage properties in Fatshan were redistributed. Lineage rituals were attacked as feudal remnants, genealogies were hidden away. In the 1960s, Bo Sing Fong and the ancestral hall were severely damaged. The lineage's book collection, lineage archives, and the spirit tablets of ancestors were all destroyed. Without its historical roots in Fatshan the Yip venture in Hong Kong became an isolated fossil, preserved for a while in British Hong Kong.

In 1963, when the Kwong Tai Company was liquidated in Hong Kong, the Yip Kwong Tai Tong was also dissolved, thus ending the Yips' obligation to worship their common ancestors. The Yips held no ritual to petition their ancestors for approval to dissolve the ancestral tong. They had already lost their ancestral hall and spirit tablets in Fatshan. Without the cement of ancestor worship, the lineage fell apart. The four Yip branches had no desire to remain a corporation – neither as a lineage nor as a joint-stock company. Letting go of the lineage, the Yips also let go of their company.

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75 See, for example, Watson 1994 and Fewsmith 1994.

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