

# City University of Hong Kong

## Course Syllabus

offered by School of Law  
with effect from Semester B 2018/19

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### Part I Course Overview

**Course Title:** Chinese and Comparative Company Law

**Course Code:** LW6134E

**Course Duration:** One semester

**Credit Units:** 3

**Level:** P6

**Medium of Instruction:** English

**Medium of Assessment:** English

**Prerequisites:**  
(Course Code and Title) Nil

**Precursors:**  
(Course Code and Title) Nil

**Equivalent Courses:**  
(Course Code and Title) LW5534 Chinese and Comparative Company Law

**Exclusive Courses:**  
(Course Code and Title) LW6534E Chinese and Comparative Company Law

## Part II Course Details

### 1. Abstract

This course aims to

- study company law and regulations in China in comparison with company laws of the US, Hong Kong and other jurisdictions;
- understand the institutional differences between various forms of business organizations and to comprehend the rights and duties of different stakeholders and the board in a company;
- appreciate the current doctrinal difficulties in Chinese corporate law through a comparative approach.

### 2. Course Intended Learning Outcomes (CILOs)

(CILOs state what the student is expected to be able to do at the end of the course according to a given standard of performance.)

No.	CILOs	Weighting (if applicable)	Discovery-enriched curriculum related learning outcomes (please tick where appropriate)		
			A1	A2	A3
1.	Comprehend and analyse Chinese company law principles and regulatory law in a comparative approach.		√	√	√
2.	Apply Chinese company law principles to solve problems and be able to demonstrate their comparative law knowledge in problem solving.		√	√	√
3.	Develop the skills in carrying and independent research in identifying and solving issues in current Chinese Company Law.		√	√	√
		100%			

A1: Attitude

*Develop an attitude of discovery/innovation/creativity, as demonstrated by students possessing a strong sense of curiosity, asking questions actively, challenging assumptions or engaging in inquiry together with teachers.*

A2: Ability

*Develop the ability/skill needed to discover/innovate/create, as demonstrated by students possessing critical thinking skills to assess ideas, acquiring research skills, synthesizing knowledge across disciplines or applying academic knowledge to self-life problems.*

A3: Accomplishments

*Demonstrate accomplishment of discovery/innovation/creativity through producing /constructing creative works/new artefacts, effective solutions to real-life problems or new processes.*

### 3. Teaching and Learning Activities (TLAs)

(TLAs designed to facilitate students' achievement of the CILOs.)

TLA	Brief Description	CILO No.			Hours/week (if applicable)
		1	2	3	
Lectures	Students will be given readings before each lecture and are expected to discuss the weekly topics.	√	√		3

#### 4. Assessment Tasks/Activities (ATs)

(ATs are designed to assess how well the students achieve the CILOs.)

Assessment Tasks/Activities	CILO No.			Weighting	Remarks
	1	2	3		
Continuous Assessment: 50%					
Coursework assignment	√	√	√	50%	
Examination: 50% (duration: 3 hours)					
				100%	

Students are required to attend at least 70% of the classes (lectures, seminars, presentations). If a student does not meet this requirement, he/she may be disqualified for assessment.

Students must obtain a minimum mark of 40% in both coursework and examination and an overall mark of 40% in order to pass the course.

When University facilities and resources are available, students are required to take a computer-based examination in computer labs. During the examination, students are blocked from access to files, programmes and the Internet.

## 5. Assessment Rubrics

(Grading of student achievements is based on student performance in assessment tasks/activities with the following rubrics.)

Assessment Task	Criterion	Excellent (A+, A, A-)	Good (B+, B, B-)	Fair (C+, C, C-)	Marginal (D)	Failure (F)
Coursework Assignment	<p>Demonstration of comprehension of principles, theories and concepts.</p> <p>Demonstration of ability to identify legal issues.</p> <p>Application of knowledge to specific problems and discussion questions.</p> <p>Application of research, writing and / or communication skills.</p> <p>Ability to engage in argument-based analysis.</p> <p>Aptitude for formulating innovative solutions to designated fact-based questions.</p>	<p>Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.</p>	<p>Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.</p>	<p>Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.</p>	<p>Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.</p>	<p>Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.</p>
Examination	<p>Demonstration of comprehension of principles, theories and concepts.</p> <p>Demonstration of ability to identify legal issues.</p> <p>Application of knowledge to specific problems and discussion questions.</p> <p>Application of research, writing and / or communication skills.</p> <p>Ability to engage in argument-based analysis.</p>	<p>Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.</p>	<p>Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.</p>	<p>Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.</p>	<p>Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.</p>	<p>Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.</p>

	Aptitude for formulating innovative solutions to designated fact-based questions.					
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### **Part III Other Information** (more details can be provided separately in the teaching plan)

#### **1. Syllabus**

##### **1.1 Keyword Syllabus**

*(An indication of the key topics of the course.)*

China, Hong Kong, the US, comparative company law; business organizations; corporate directors; shareholders litigation; company constitution; fiduciary duties; mergers and acquisitions

##### **1.2 Detailed Syllabus**

All the topics outlined below may not be examined in any given semester. The course leader may choose to concentrate on comparative study of a selected number of topics outlined in the list.

1. Overview;
2. Agency and Partnership
3. Business forms and classification of companies;
4. Corporate personality;
5. Company Constitution;
6. Corporate governance instrumentalities and division of powers;
7. Fiduciary Duties
8. Protection of minority shareholders: shareholder litigation
9. Mergers and Acquisitions
10. Issues regarding Foreign Invested Enterprises

#### **2. Reading List**

##### **2.1 Textbooks:**

Gu Minkang, Understanding Chinese Company Law, 3rd ed. (Hong Kong: Hong Kong University Press, 2017)

William Klein, Mark Ramseyer, Stephen Bainbridge, Business Associations: Cases and Materials on Agency, Partnerships, LLCs, and Corporations 9<sup>th</sup> ed. (Foundations Press, 2015)

##### **2.2 Recommended Readings**

*(Additional references for students to learn to expand their knowledge about the subject.)*

Andreas Cahn and David Donald, Comparative Company Law: Text and Cases on the Laws Governing Corporations in Germany, the UK and the USA, (Cambridge University Press 2010)

Reiner Kraakman, et al, The Anatomy of Corporate Law: A Comparative and Functional Approach, 2<sup>nd</sup> ed. (Oxford University Press, 2009)

Stamford Law Corporation, Mergers and Acquisitions in China, 2<sup>nd</sup> ed., (Thomson, 2007)

Vanessa Stott, Hong Kong Company Law, 14<sup>th</sup> ed., (Hong Kong: Longman, 2015)

### **Legislation lists**

PRC Company Law

The Companies Ordinance of Hong Kong (Cap. 32)

Delaware General Corporation Law

Model Business corporation Act

### **2.3 Online Resources**

Delaware Corporation and Business Entity Laws, Title 8: Corporations, Chapter 1 General Corporation Law at: << <http://www.corp.delaware.gov/DElaw.shtml>>>