

**City University of Hong Kong
Course Syllabus**

**offered by School of Law
with effect from Semester A 2017/2018**

Part I Course Overview

Course Title: Corporate and Commercial Practice

Course Code: PLE5013

Course Duration: Semesters A and B

Credit Units: 5

Level: P

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) Nil

Exclusive Courses:
(Course Code and Title) Nil

Part II Course Details

1. Abstract

This course aims to prepare students to advise clients in the determination of the appropriate business structures and financing arrangements for their business ventures and to provide the documentation necessary to achieve their goals.

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.	Analyze what a typical business transaction involves and apply the principles learned to real life problems.		✓	✓	
2.	Use some of the vocabulary that business clients use when talking about business transactions and obtain a basic understanding of the key accounting and financial principles in business transactions.		✓	✓	
3.	Understand what business clients expect their lawyers to do for them.		✓	✓	
4.	Identify legal issues which might arise in achieving clients' goals.		✓	✓	✓
5.	Apply the law to the client's circumstances so as to achieve the client's desired outcomes.			✓	✓
6.	Resolve problems encountered in achieving the client's objectives, identify the legal issues involved and available options, with appropriate advice to a client or a supervising practitioner.		✓	✓	✓
7.	Draft, review, and modify documents used in the practice of commercial and corporate 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	4	5	6	7	
1	Primarily lectures, exercises and discussions in large groups and small groups.	✓							
2	Primarily in lectures in large groups and interactive exercises in small groups.		✓						
3	Primarily in discussions in small groups.			✓					
4	Primarily in modeling in large group lectures and in exercises in small groups.				✓				
5	Primarily in exercises in small groups.					✓			
6	Primarily in exercises in small groups.						✓		
7	Primarily in lectures in large groups and discussions in small groups.							✓	

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	4	5	6	7		
Continuous Assessment: 0%									
Examination: 100% (duration: 3 hours and 30 minutes)									
Examination at the end of Semester A	✓	✓	✓	✓	✓	✓	✓	50%	
Examination at the end of Semester B	✓	✓	✓	✓	✓	✓	✓	50%	
								100%	

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)
1. Examination at the end of Semester A.	To pass this course students must obtain an aggregate mark of 50%. Students do not need to obtain a minimum of 50% on each of the exams.	The work meets the client's needs in all respects, evidenced by – <ul style="list-style-type: none"> • a superior grasp of the issues and subject matter • good organization • a capacity to analyze and synthesize • possession of an extensive knowledge base • a superior use of lawyer skills. 	The work meets the client's needs in most respects, evidenced by – <ul style="list-style-type: none"> • a strong grasp of the issues and subject matter • some critical and analytical ability • an understanding of the applicable law and procedures • a good use of lawyer skills. 	The work meets the client's main needs, evidenced by – <ul style="list-style-type: none"> • an adequate grasp of the issues and subject matter • an ability to develop solutions to the client's problems • a basic use of lawyer skills. 		The work does not meet the client's needs, evidenced by little or an insufficient – <ul style="list-style-type: none"> • grasp of the issues and subject matter • critical and analytical ability • understanding of the applicable law and procedures.
2. Examination at the end of Semester B.						

* Note: The University's grades C- and D are not used in the PCLL.

Part III Other Information (more details can be provided separately in the teaching plan)

1. Keyword Syllabus

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

Semester A:

- Choice of business arrangements
- Partnership and incorporation
- Members, directors
- Meetings and resolutions
- Employment agreement
- Joint venture agreement
- Shareholders agreement
- Letter of intent / term sheet
- Confidentiality agreement
- Understanding financial statements
- Key financial concepts in acquisitions
- Share purchase agreement
- Private equity investment

Semester B:

- Loans
- Guarantees
- Company charges
- IPO
- Listing regime in Hong Kong
- Listed company obligations
- Corporate rescue
- Receivership
- Liquidation

2. Reading List

2.1 Compulsory Readings

(Compulsory readings can include books, book chapters, or journal/magazine articles. There are also collections of e-books, e-journals available from the CityU Library.)

The readings listed in the Course Guide and assigned via Canvas

2.2 Additional Readings

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

The readings listed in the Course Guide and assigned via Canvas