

LW5962: LAW RELATING TO BUSINESS AND COMPANIES

Effective Term

Semester B 2024/25

Part I Course Overview

Course Title

Law Relating to Business and Companies

Subject Code

LW - Law

Course Number

5962

Academic Unit

School of Law (FL)

College/School

School of Law (FL)

Course Duration

One Semester

Credit Units

3

Level

P5, P6 - Postgraduate Degree

Medium of Instruction

English

Medium of Assessment

English

Prerequisites

Nil

Precursors

Nil

Equivalent Courses

Nil

Exclusive Courses

LW5924 Law Relating to Business Environment, LW5942 Law of Business and Organisation

Part II Course Details

Abstract

This course aims to:-

- develop students' appreciation of the HK legal system and the external regulatory bodies in relation to the work of an accountant so that they are able to use the knowledge to perform their professional tasks competently.
- demonstrate the basic principles of contract, tort, agency and business organisations law and an appreciation of the application of such in business and professional context.
- analyse, evaluate and critically comment on HK companies law so that students have the ability to creatively use the comprehensive knowledge to solve most problems generally encountered in their practice.

Course Intended Learning Outcomes (CILOs)

CILOs	Weighting (if app.)	DEC-A1	DEC-A2	DEC-A3
1	Describe and explain the basic principles of business organisations (with particular reference to companies registered under the Companies Ordinance) and extract legal principles from decided cases.	x	x	x
2	Interpret legal materials such as ordinances, case authorities and legal documents and identify legal principles from those materials.	x	x	
3	Apply legal rules to issues and problems raised in case studies and practical situations particularly in the context of the student's future occupation in the accounting profession thereby developing problem solving and application skills.	x	x	x
4	Recognise the limitations of the law as a means of regulating economic and social activities.	x	x	

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 real-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.

Learning and Teaching Activities (LTAs)

LTAs	Brief Description	CILO No.	Hours/week (if applicable)	
1	Lectures	The course leader will present and explain the substantive law on the topics listed below in the course syllabus.	1, 2, 3, 4	N/A

2	Class participation	Students will be expected to work through problem type questions in class, apply the relevant principles discussed in the seminar, analyze and then hypothesize on the projected answer to the problem. Students will make discovery based oral presentations on the impact of business law in HK and pay special attention to relevant company news.	1, 2, 3, 4	N/A
3	Research	Students will undertake a problem based assignment containing not less than 1500 words.	1, 2, 3, 4	N/A

Assessment Tasks / Activities (ATs)

ATs	CILO No.	Weighting (%)	Remarks (e.g. Parameter for GenAI use)	
1	Assignment	1, 2, 3, 4	50	The use of Generative AI tools is not allowed.

Continuous Assessment (%)

50

Examination (%)

50

Examination Duration (Hours)

3

Additional Information for ATs

The use of Generative AI tools is not allowed.

Assignment

This paper will be a problem based assignment to assess students' understanding of the topics discussed up to and including the seminars when the assignment is distributed in class. Students will be graded on their understanding and application of the law, as well as their ability to provide the reader with evidence of a persuasive legal argument. Logic, use, application and understanding of case law will also be graded.

Examination

It will be a 3-hour limited open book examination. It will test students' ability to apply legal principles to problem style questions on topics not covered in the assignment.

Applicable to students admitted before Semester A 2022/23 and in Semester A 2024/25 & thereafter

Grading is assigned based on student performance in continuous assessment and examination. A student must obtain a minimum mark of 40 in both continuous assessment and examination and an overall mark of 40 in order to pass the course.

Applicable to students admitted from Semester A 2022/23 to Summer Term 2024

Grading is assigned based on student performance in continuous assessment and examination. A student must obtain a minimum mark of 50 in both continuous assessment and examination and an overall mark of 50 in order to pass the course.

Assessment Rubrics (AR)

Assessment Task

Assignment (for students admitted before Semester A 2022/23 and in Semester A 2024/25 & thereafter)

Criterion

Students will be graded on their understanding and application of the law, as well as their ability to provide the reader with evidence of a persuasive legal argument. Logic, use, application and understanding of case law will also be graded.

Excellent

(A+, A, A-) Strong evidence of original thinking; good organization, capacity to analyze and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.

Good

(B+, B, B-) Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.

Fair

(C+, C, C-) Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.

Marginal

(D) Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.

Failure

(F) Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.

Assessment Task

Examination (for students admitted before Semester A 2022/23 and in Semester A 2024/25 & thereafter)

Criterion

The examination will test students' ability to apply legal principles to problem style questions on topics not covered in the assignment.

Excellent

(A+, A, A-) Strong evidence of original thinking; good organization, capacity to analyze and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.

Good

(B+, B, B-) Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.

Fair

(C+, C, C-) Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.

Marginal

(D) Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.

Failure

(F) Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.

Assessment Task

Assignment (for students admitted from Semester A 2022/23 to Summer Term 2024)

Criterion

Students will be graded on their understanding and application of the law, as well as their ability to provide the reader with evidence of a persuasive legal argument. Logic, use, application and understanding of case law will also be graded.

Excellent

(A+, A, A-) High

Good

(B+, B) Significant

Marginal

(B-, C+, C) Moderate

Failure

(F) Inadequate

Assessment Task

Examination (for students admitted from Semester A 2022/23 to Summer Term 2024)

Criterion

The examination will test students' ability to apply legal principles to problem style questions on topics not covered in the assignment.

Excellent

(A+, A, A-) High

Good

(B+, B) Significant

Marginal

(B-, C+, C) Moderate

Failure

(F) Inadequate

Part III Other Information

Keyword Syllabus

1.1 Keyword Syllabus

Corporate personality limited liability company, shareholder, director, liquidation, takeover

1.2 Detailed Syllabus

- a. Hong Kong legal and regulatory system, and sources of law
- b. Corporate personality and the nature of the limited liability company
- c. Constitution of a company and members' rights
- d. Management and administration of a company – enforcement of company's rights
- e. Directors' duties
- f. Capital and finance of companies

- g. Mergers, Acquisitions and Takeovers
- h. Company winding up and liquidation
- i. Professional liability of accountants and auditors

PS: This course meets the syllabus of the law paper of Practising Certificate Examinations of HK Institute of Certified Public Accountants (HKICPA).

Reading List

Compulsory Readings

Title	
1	Nil

Additional Readings

Title	
1	Srivastava, D K, Business Law in Hong Kong (6th ed, 2020) Sweet & Maxwell, HK.
2	Stott, Vanessa, Hong Kong Company Law (15th ed, 2020) Pearson, HK.
3	Cheng, Po Wah & Ors, The Hong Kong Company Secretary' s Handbook: Practice and procedure, (11th ed, 2021) Pearson, HK.
4	Kwan, S, Company Law in Hong Kong: Practice and procedure, (2018),Sweet & Maxwell Asia, HK.
5	Hong Kong Company Law Cases (2008-2023), by Des Voeux Chambers published by Wolters Kluwer
6	ELG Tyler & Stefan HC Lo ,Butterworth' s Hong Kong Company Law Handbook (25th Edition).
7	Law of Companies in Hong Kong Fourth Edition, Stefan HC Lo and Charles Z Qu
8	The Law of and Practice of Hong Kong Companies (Third Edition), John Brewer
9	Stefan HC Lo, Company Law in Hong Kong: Insolvency 2023
10	Online Resources
11	Judgments and Legal Reference of Hong Kong Judiciary (available at http://www.judiciary.gov.hk/en/legal_ref/judgments.htm)
12	Department of Justice: Bilingual Laws Information System (available at http://www.legislation.gov.hk/eng/index.htm)
13	Hong Kong Legal Information Institute: Free access to legal information in Hong Kong (available at http://www.hklii.org/)
14	The Hong Kong Chartered Governance Institute (HKCGI) online study materials of the Chartered Governance Qualifying Programme (CGQP) Modules Hong Kong Company Law.