

LW6106E: COMPARATIVE CORPORATE GOVERNANCE

Effective Term

Semester A 2025/26

Part I Course Overview

Course Title

Comparative Corporate Governance

Subject Code

LW - Law

Course Number

6106E

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

Nil

Part II Course Details

Abstract

This course aims to introduce corporate governance theories from a comparative law perspective. In the first module, we will study fundamental corporate governance theories and different models of corporate governance from around the world to lay a solid foundation for more advanced topics. In the following modules, we will discuss selected advanced and cutting-edge topics in corporate governance research and practice. The lecturer may select different topics each year, and the topics may include corporate ownership and control, unitary and dual board systems, independent directors and audit committees, institutional shareholders and shareholder activism, the market for corporate control, ESG disclosure, corporate purpose, and securities class actions. The course is suitable for students who would like to engage in advanced research in corporate governance.

Course Intended Learning Outcomes (CILOs)

CILOs	Weighting (if app.)	DEC-A1	DEC-A2	DEC-A3
1	Demonstrate an understanding of the concept of Corporate Governance	20	x	x
2	Demonstrate an overall knowledge of the historical and theoretical frameworks underpinning the nature and governance of corporations	20	x	x
3	Explain the differences between shareholder-oriented, Anglo-American governance regimes and the more stakeholder-friendly Continental European and Japanese governance regimes	20	x	x
4	Basic understanding of corporate governance in developing countries and emerging markets	20	x	x
5	Research, collate and evaluate primary and secondary materials on Corporate Governance	20		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	Lecture	The course leader will provide an overview and background of each topic	1, 2, 3, 4, 5	1.5
2	Class Discussion	Students will participate in group discussion on issues relating to each topic	1, 2, 3, 4, 5	1.5

Assessment Tasks / Activities (ATs)

	ATs	CILO No.	Weighting (%)	Remarks ("- " for nil entry)	Allow Use of GenAI?
1	In-class exercise and presentation	1, 2, 3, 4, 5	50	In-class exercise and presentation.	No

Continuous Assessment (%)

50

Examination (%)

50

Examination Duration (Hours)

2

Minimum Continuous Assessment Passing Requirement (%)

40

Minimum Examination Passing Requirement (%)

40

Additional Information for ATs

Final examination: 2-hour open book exam. The use of Generative AI tools is not allowed.

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

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

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

Students must obtain a minimum mark of 50% in both continuous assessment and examination and an overall mark of 50% in order to pass a course.

Assessment Rubrics (AR)**Assessment Task**

In-class exercise and presentation (for students admitted before Semester A 2022/23 and in Semester A 2024/25 & thereafter)

Criterion

Demonstration of ability to identify corporate governance issues and knowledge of relevant regulations.

Excellent

(A+, A, A-) Strong evidence of original thinking; good organization, capacity to analyse 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

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

Criterion

Demonstration of ability to critically analyse issues relating to corporate governance.

Excellent

(A+, A, A-) Strong evidence of original thinking; good organization, capacity to analyse 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

In-class exercise and presentation (for students admitted from Semester A 2022/23 to Summer Term 2024)

Criterion

Demonstration of ability to identify corporate governance issues and knowledge of relevant regulations.

Excellent

(A+, A, A-) High

Good

(B+, B) Significant

Marginal

(B-, C+, C) Moderate

Failure

(F) Inadequate

Assessment Task

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

Criterion

Demonstration of ability to critically analyse issues relating to corporate governance.

Excellent

(A+, A, A-) High

Good

(B+, B) Significant

Marginal

(B-, C+, C) Moderate

Failure

(F) Inadequate

Part III Other Information

Keyword Syllabus

Models of corporate governance, corporate governance theories, corporate ownership and control, controlling shareholders and dual class shares, board of directors, audit committee and independent directors, shareholder rights, institutional shareholders and shareholder activism, ESG and corporate purpose, and securities enforcement.

Detailed Syllabus

This course provides a comprehensive exploration of corporate governance through a comparative legal lens. The foundation is laid in the first module with an in-depth examination of core corporate governance theories, including agency theory, stakeholder theory, and stewardship theory. This theoretical groundwork is immediately applied through a comparative analysis of dominant global models, such as the outsider/market-based model (prevalent in the US and UK) and the insider/network-oriented model (common in Germany, Japan, and other continental European and Asian countries). The module will then delve into the structures of corporate ownership and control, analyzing the implications of concentrated ownership, the role of controlling shareholders, and the governance challenges posed by dual-class share structures.

Building upon this foundation, the course will delve into a selection of advanced and contemporary topics, which vary each year to reflect the evolving landscape of corporate governance research and practice. The lecturer will choose from a range of cutting-edge issues, which may include an in-depth analysis of the board's composition, focusing on the efficacy of independent directors and audit committees; the shifting dynamics of corporate ownership and control, including the debate around dual-class shares; the growing power of institutional shareholders and the strategies of shareholder activism; the integration of Environmental, Social, and Governance (ESG) criteria into investment and disclosure; debate over corporate purpose and stakeholderism, and the mechanisms of securities enforcement, such as securities class actions. This selective approach ensures the syllabus remains dynamic and directly engaged with current debates and real-world challenges.

Reading List

Compulsory Readings

Title	
1	All materials for this course will be available electronically via Canvas except for the HBR cases where students will need to pay a licensing fee to Harvard Business Publishing online. A course pack and an electronic link will be provided after the semester starts. Course materials provided on Canvas will be drawn from a variety of primary sources and current scholarship. There is no required textbook. However, students may find the following recommended readings helpful.

Additional Readings

Title	
1	Afra Afsharipour and Martin Gelter (eds), <i>Comparative Corporate Governance</i> (Edward Elgar, 2021).
2	Bruce Aronson and Joongi Kim (eds), <i>Corporate Governance in Asia: A Comparative Approach</i> (Cambridge University Press, 2019).

3	Enriques, L., & Tröger, T. H. (Eds.), <i>The Law and Finance of Related Party Transactions</i> (Cambridge University Press, 2019).
4	Reinier Kraakman et al., <i>The Anatomy of Corporate Law: A Comparative and Functional Approach</i> (Oxford University Press, 2017).
5	Larcker, David, and Brian Tayan, <i>Corporate Governance Matters: A Closer Look at Organizational Choices and their Consequences</i> (Pearson Education, 3rd Ed. 2020).