

City University of Hong Kong

Course Syllabus

offered by School of Law
with effect from Semester B 2017/18

Part I Course Overview

Course Title: Transnational Corporate Law

Course Code: LW6146C

Course Duration: One semester

Credit Units: 3

Level: P6

Medium of Instruction: Predominantly Chinese (Putonghua)

Medium of Assessment: Chinese

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 introduce transnational and comparative corporate law issues; international corporate practices, particularly international merger, acquisition and corporate restructuring; the internal organization, governance and finance of multinational enterprises. This course will also improve students' understanding of 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.	Identify, analyse, evaluate and critically comment on the major issues in transnational corporate law.		√	√	
2.	Identify, analyse, evaluate and critically comment on the international M&A and corporate restructuring.			√	√
3.	Identify, analyse, evaluate and critically comment on the business organizations of MNEs.			√	√
4.	Independently research on issues related to corporate law in transnational context.		√	√	√
		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	
Lectures/ Seminars	Lectures/seminars	√	√	√	√	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	4		
Continuous Assessment: 50%						
Coursework	√	√	√	√	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.

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	Demonstration of understanding of concepts, principles, and theories. Demonstration of ability to identify legal issues. Application of knowledge to specific legal problems, to discuss questions, and to comment on legal phenomenon. Application of legal writing and research skills. Demonstration of ability to engage in argument-based analysis based on critical thinking. Demonstration of aptitude for formulating innovative solutions to designated fact-based questions.	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.	Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.	Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.	Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.
Examination	Demonstration of understanding of concepts, principles, and theories. Demonstration of ability to identify legal issues. Application of knowledge to specific legal problems, to discuss questions, and to comment on legal phenomenon. Application of legal writing and research skills. Demonstration of ability to engage in argument-based analysis based on critical thinking. Demonstration of aptitude for formulating innovative solutions to designated fact-based questions.	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.	Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.	Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.	Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.

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.)

Transnational Corporate Law Issues; International Merger & Acquisitions (M&A); Corporate Restructuring; Multinational Enterprises (MNEs).

1.2 Detailed Syllabus

1. Transnational Corporate Law Issues
 - Regulatory Regimes
 - Legal Personality
 - Incorporation
 - Pre-incorporation transactions
 - Minimum capital requirement
 - Restrictions on limited liability
 - Conduct of directors & managers
 - Fiduciary duties of shareholders
 - Harmonization of corporate law
2. International Merger & Acquisitions (M&A), Corporate Restructuring
 - History of M&A
 - Legal Framework
 - Strategies
 - Hostile Takeovers
 - Leveraged Transactions
 - Joint Ventures & Strategic Alliances
 - Corporate Restructuring
 - Valuation for M&A
3. Multinational Enterprises (MNEs)
 - Evolution of Modern MNEs
 - Business and Legal Forms of MNEs

2. Reading List

2.1 Recommended Readings

David J. Bendaniel/Arthur H. Rosenbloom/James J. Hanks Jr., International M&A, Joint Ventures, and Beyond: Doing the Deal, 2nd ed., (New York : Wiley, 2002)

Larry Cata Backer, Comparative Corporate Law: United States, European Union, China and Japan, (Durham, N.C.: Carolina Academic Press, 2002)

Patrick A. Gaughan, Mergers, Acquisitions, and Corporate Restructurings, 4th ed., (Hoboken, N.J.: Wiley, 2007)

Peter Muchlinski, Multinational Enterprises and the Law, (Oxford: Blackwell, 1997)