

**City University of Hong Kong
Course Syllabus**

**offered by School of Law
with effect from Semester A in 2023 / 2024**

Part I Course Overview

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| Course Title: | <u>Commercial Contracts</u> |
| Course Code: | <u>LW5303</u> |
| Course Duration: | <u>One Semester</u> |
| Credit Units: | <u>3</u> |
| Level: | <u>P5</u> |
| Medium of Instruction: | <u>English</u> |
| Medium of Assessment: | <u>English</u> |
| Prerequisites: <i>(Course Code and Title)</i> | <u>Nil</u> |
| Precursors: <i>(Course Code and Title)</i> | <u>Nil</u> |
| Equivalent Courses: <i>(Course Code and Title)</i> | <u>Nil</u> |
| Exclusive Courses: <i>(Course Code and Title)</i> | <u>Nil</u> |

Part II Course Details

1. Abstract

The aim of this course is to provide to non-exempt postgraduate degree students (i.e., generally those without a formal legal background, legal degree or legal qualifications) an intensive introduction to the theory and principles of contract law in Hong Kong and its practical application in the commercial context. Active participation, preparation and diligence in class as well as for assessment tasks is important in order for students to master the course materials and progress to higher level courses in the LLMArbDR programme.

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 and explain principles of contract law as well as the relationship between different contract law components | Nil | ✓ | ✓ | ✓ |
| 2. | Resolve contract law problems by: <ul style="list-style-type: none"> • Reading and interpreting contract law cases • Understanding relevant statutes • Linking contractual interpretation with its commercial context • Conducting independent legal research to solve problems • Developing arguments by the use of appropriate legal authorities | Nil | ✓ | ✓ | ✓ |
| 3. | Use legal principles, doctrines in the law of contract and the policy objectives of the law to analyse commercial contracts. Critically evaluate the process followed. | Nil | ✓ | ✓ | ✓ |
| | | Nil | | | |

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 | | |
| Seminars | Interactive classes on the substantive issues of Commercial Contract Law, its concepts and its application. | √ | √ | √ | √ | √ | | 2 hours/week |
| Tutorials and practical problems. | Students will integrate their substantive knowledge and develop functional skills and deeper understanding by working on problem and case studies. | √ | √ | √ | √ | √ | | 0.75 hour/week |
| Guided individual studying | Development of basic independent research and critical assessment skills. | √ | √ | √ | √ | √ | | |
| Formative work | Application of legal principles and knowledge to practical situations. | √ | √ | √ | √ | √ | | 0.25 hour/week |

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 | | |
| Continuous Assessment: 30% | | | | | | | |
| Quizzes | x | x | x | | | 20% | 4 x 5% The use of Generative AI tools is not allowed. |
| Group presentation and notes | x | x | x | x | x | 10 % | The use of Generative AI tools is not allowed. |
| Examination: 70% | | | | | | | |
| Examination | x | x | x | x | x | 70% | The use of Generative AI tools is not allowed. |
| | | | | | | 100% | |

The course is assessed by a 2-hour computer-based examination in a Computer Lab. The exam is an open book exam. The students can bring a USB or other data storage and have access to all the course materials, their notes and their books during the exam as well as access to one language dictionary.

Applicable to students admitted in Semester A 2022/23 and thereafter

A student must obtain a minimum mark of 50% in both coursework and examination and an overall mark of 50% in order to pass a course.

Applicable to students admitted before Semester A 2022/23

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

The HKSAR Government's Continuing Education Fund (CEF) recognizes the LLMArbDR individual courses (i.e. LW5303, LW6401, LW6405, LW6406, LW6407). The minimum attendance requirement for all CEF courses is **70%**. For the purpose of claiming reimbursement of CEF course fee or the professional recognition (i.e. CIArb, CPD), please note that it is the students' own responsibility to attend every class and examination during the teaching and examination periods.

5. Assessment Rubrics

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

Applicable to students admitted in Semester A 2022/23 and thereafter

| Assessment Task | Criterion | Excellent (A+, A, A-) | Good (B+, B) | Marginal (B-, C+, C) | Failure (F) |
|-----------------|--|--------------------------|-----------------|-------------------------|----------------|
| 1. Coursework | Demonstration of ability to identify issues, current trends and practices. | High | Significant | Moderate | Inadequate |
| 2. Examination | Demonstration of ability to identify issues, current trends and practices. | High | Significant | Moderate | Inadequate |

Applicable to students admitted before Semester A 2022/23

| Assessment Task | Criterion | Excellent (A+, A, A-) | Good (B+, B, B-) | Fair (C+, C, C-) | Marginal (D) | Failure (F) |
|-----------------|--|--|---|---|--|---|
| 1. Coursework | Demonstration of ability to identify issues, current trends and practices. | 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. |
| 2. Examination | Demonstration of ability to identify issues, current trends and practices. | Strong evidence of original thinking; good organization, capacity to analyse and synthesize; | Evidence of grasp of subject, some evidence of critical capacity and analytic | Student who is profiting from the university experience; understanding of | 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; |

| | | | | | | |
|--|--|---|---|---|--|---|
| | | superior grasp of subject matter; evidence of extensive knowledge base. | ability; reasonable understanding of issues; evidence of familiarity with literature. | the subject; ability to develop solutions to simple problems in the material. | | limited, or irrelevant use of literature. |
|--|--|---|---|---|--|---|

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

1. Detailed Syllabus

The following is a detailed syllabus for the course. Please note that syllabus may change, where and when necessary, to accommodate the course objectives.

- Seminar 1: Introduction to the course- The Basic Principles: Freedom of Contract and Privity of Contract. Commercial and other contracts. Standard forms.
- Seminar 2: Contractual negotiations. The formation of a contract. The legal rights of the parties before and after the contract is formed. Misrepresentation and Mistake.
- Seminar 3: Principles for contractual interpretation
- Seminar 4: What does the contract require (i) : Express terms, implied terms and their interpretation
- Seminar 5: Exceptions, limitation clauses and time bars. Statutory control of contractual terms.
- Seminar 6: Remedies for the breach of contract (i): Categorisation of clauses
- Seminar 7: Remedies for the breach of contract (ii): Termination, specific performance and damages
- Seminar 8: Dispute resolution and applicable law clauses.
- Seminar 9: Incorporation of terms.
- Seminar 10: When can the contractual performance be avoided: Frustration, illegality, duress, undue influence, unconscionability.
- Seminar 11: Technology and contract law.
- Seminar 12:Revision

3. Reading

A reading list will be provided containing the cases and statutory materials which need to be studied and reference to relevant book chapters.

Text books:

There are numerous books on contract law in Hong Kong. These are all suitable for the course with the express warning that the law is evolving and they become outdated by new decisions. There are also books on English Contract law which are also relevant with the warning that the statutory framework may be different between Hong Kong and the UK. The books can further be distinguished between student text books and practitioner textbooks. This course aims to equip the students with the knowledge in the student textbooks and with the capability of searching deeper by consulting practitioner books.

Student text books:

Andrews and Yang, *Contract Law in Hong Kong* (2016).

Contract law in Hong Kong [electronic resource] / Michael J. Fisher, Desmond G. Greenwood
E McKendrick, *Contract Law: Text, Cases, and Materials*, 8 th edn., OUP, 2018.

Contract law books

Chitty on contracts Thirty-third edition. London : Thompson Reuters, trading as Sweet & Maxwell, 2018
E Peel, *Treitel on the Law of Contract*, 14th edn., Sweet & Maxwell, 2015

Statutory provisions (e-legislation: <https://www.elegislation.gov.hk/>)

Sales of Goods Ordinance (Cap 26).

Supply of Services (Implied Terms) Ordinance (Cap 457)

Control of Exemption Clauses Ordinance (Cap 71)

Misrepresentation Ordinance (Cap 284)

Unconscionable Contracts Ordinance (Cap 458).

Contracts (Rights of Third Parties) Ordinance (Cap 623).