



**BUSI3803 – Company Law**  
**(Academic year 2021-2022, Semesters 1 & 2, Subclasses A-D)**

<b>GENERAL INFORMATION</b>	
Instructor: David S. Lee Email: dslee@hku.hk Office: KKL 1316 Phone: 3917-1636 Consultation times: by appointment  Tutor: TBD  Course website: Moodle	
<b>COURSE DESCRIPTION</b>	
The course is designed to help students develop knowledge and understanding of the main concepts, principles, and rules of Hong Kong Company Law. Additionally, we will explore the economic and business context of Company Law and in particular, the way in which the law seeks to strike a balance between the interests of various stakeholders including companies, shareholders, creditors, and the public. The course will also explore key principles of corporate governance. More broadly, students will evaluate the role of companies in modern society.  Pre-requisite(s): N/A Co-requisite(s): N/A Mutually exclusive: N/A	
<b>COURSE OBJECTIVES</b>	
<ol style="list-style-type: none"><li>1. Gain a detailed understanding of the laws that govern companies in Hong Kong. Additionally, appreciate how those laws form the foundational structure not only of corporate operations but also much of the modern economy.</li><li>2. By tracking the life-cycle of a company, understand how the law is involved in the formation, operation, and dissolution of a company. Many examples will be given from the perspective of an entrepreneur.</li><li>3. Gain an understanding of, and appreciation for, the complexities behind how companies operate, with a particular emphasis on the role of lawyers, accountants, and other stakeholders.</li><li>4. Improve your research, problem solving, communication, and analytical skills through analysis of legal problems in both group and individual settings.</li></ol>	
<b>FACULTY LEARNING GOALS (FLGs)</b>	
<b>FLG1:</b> Acquisition and internalization of knowledge of the programme discipline <b>FLG2:</b> Application and integration of knowledge <b>FLG3:</b> Inculcating professionalism <b>FLG4:</b> Developing global outlook <b>FLG5:</b> Mastering communication skills <b>FLG6:</b> Cultivating leadership	
<b>COURSE LEARNING OUTCOMES (CLOs)</b>	
<b>Course Learning Outcomes</b>	<b>Aligned Faculty Learning Goals (FLGs)</b>
CLO1: Gain the ability to understand and then apply or explain basic legal theories and concepts relevant for both Hong Kong Company Law as well as other common law jurisdictions.	1, 2, 4
CLO2: Critically assess the main concepts of Hong Kong Company Law within the context of real-life business scenarios and create appropriate solutions to legal problems.	1, 2, 3, 5
CLO3: Demonstrate the inter-relationship of members, directors, creditors, the public, and the company, and analyze the role, powers, and duties of such entities.	1, 2, 3, 4, 5, 6
CLO4: Demonstrate effective written and oral communication skills.	3, 5, 6

<b>COURSE TEACHING AND LEARNING ACTIVITIES</b>			
<b>Course Teaching and Learning Activities</b>		<b>Expected Study Hours</b>	<b>Study Load (% of study)</b>
T&L1: Lecture		36	26%
T&L2: Tutorials & Supplemental Course Learning		12	9%
T&L3: Written Assignments & Group Projects		25	18%
T&L4: Final Assessment		25	18%
T&L5: Independent Study		40	29%
Total		138	100%
<b>Assessment Methods</b>	<b>Brief Description (Optional)</b>	<b>Weight</b>	<b>Aligned Course Learning Outcomes</b>
A1: Participation	Students will be assessed for contributions to class discussion.	20%	1, 2, 3, 4
A2: Written Assignments	Additional information will be provided.	25%	1, 2, 3, 4
A3: Group Project	Students will complete a group project exploring a course theme.	25%	1, 2, 3, 4
A4: Final Assessment	Students will complete a final assignment to assess their general understanding of the major themes from the course.	30%	1, 2, 3
	Total	100%	
<b>Coursework / Examination Ratio: <u>70</u> % / <u>30</u> %</b>			
<b>STANDARDS FOR ASSESSMENT</b>			
<b>Course Grade Descriptors</b>			
A+, A, A-	Demonstrate evidence of original thought, strong analytical and critical abilities as well as a thorough grasp of the topic from background reading and analysis; should demonstrate excellent organizational, rhetorical and presentational skills.		
B+, B, B-	Demonstrate evidence of critical and analytical thinking but not necessarily original in their thinking; show adequate grasp of the topic from background reading and analysis; should demonstrate strong organizational, rhetorical and presentational skills.		
C+, C, C-	Demonstrate evidence of a reasonable grasp of their subject but most of their information is derivative, with rather little evidence of critical thinking; should demonstrate fair organizational, rhetorical and presentational skills.		
D+, D	Demonstrate evidence of being able to assemble the bare minimum of information, poorly digested and not very well organized in presentation. There is no evidence of critical thinking.		
F	Demonstrate evidence of poor knowledge and understanding of the subject, a lack of coherence and organization, and answers are largely irrelevant. Work fails to reach degree level.		
<b>Assessment Rubrics for Each Assessment</b> (Please provide us the details in a separate file if the space here is not enough)			

**Students are expected to complete readings and actively participate during lectures and tutorials.**

**1. Participation (20%)**

Students will be assessed on their participation in lectures and/or tutorials. It is expected that there will be substantial discussion during each lecture and/or tutorial so please be prepared. Consequently, **personal Internet use during class and tutorial should be limited**. At minimum, it is expected that students will participate at least twice during the course, which is inclusive of lectures and/or tutorials. Further information regarding participation will be discussed in class.

**2. Written Assignments (25%)**

Students will complete **two** individual written assignments. Both assignments will focus on legal analysis through application of course principles. The first assignment will be graded entirely pass/fail and will comprise a minor part of the weighting (5%), while the final written assignment will be graded using the standard letter grade scale and represent the majority of the weighting (20%) for this particular assessment. The final written assignment is similar to a written take-home portion of a final exam. More information regarding each individual written assignment will be provided in class.

**3. Group Project (25%)**

Students will form small groups to explore a real-world topic related to the course. Though I will assist each group in selecting a topic, the final selection will be up to the group. As such, each group's topic should be of personal interest to its members. Detailed information regarding the group project will be provided during class.

**4. Final Assignment (30%)**

As one of the primary tools of assessing individual competency and understanding relevant skills and topics in this course, every student must complete the final assignment. More information concerning the final assignment will be provided during class.

**COURSE CONTENT AND TENTATIVE TEACHING SCHEDULE**

*The below topics cover two broad themes:*

*1) the life cycle of a company from beginning to end; and 2) exploring principles of proper corporate governance.*

*As certain topics will take longer than one week to cover and others less than one week, please consider the below an indicative timeline only, which may be slightly adjusted. All lecture slides will be made available, and I will clearly communicate our progress each class so it is clear which topic will be covered next.*

WEEK	TOPICS	REFERENCE CHAPTERS
1	Course Overview; Introduction to Law; Hong Kong Legal System, The Nature of a Company	Stott Ch. 1
2	Liability & Company Formation	Stott Ch. 2, 3, 4
3	Raising Capital	Stott Ch. 5, 6
4	Share Sales	Stott Ch. 7
5	Debentures/Debt	Stott Ch. 10

6	Directors: Duties, Dealings, and Protection of Outsiders	Stott Ch. 12, 13
7	Administration: Meetings, Resolutions, and Procedures	Stott Ch. 14
8	Control, Abuse of Control, and Minority Shareholders	Stott Ch. 15
9	Assets, Profits, and Dividends	Stott Ch. 8, 9
10	Annual Return & Audit	Stott Ch. 5, 11
11	Schemes of Arrangement & Acquisitions/Takeovers	Stott Ch. 16
12	Winding Up/Liquidation	Stott Ch. 19, 22

**REQUIRED/RECOMMENDED READINGS & ONLINE MATERIALS** (e.g. journals, textbooks, website addresses etc.)

- Vanessa Stott, Hong Kong Company Law, 14th Edition (Pearson) (**required**)
- Stefan HC Lo and Charles Z Qu, Law of Companies in Hong Kong, 2nd Edition (Sweet & Maxwell) (reference)
- John Brewer, The Law and Practice of Hong Kong Companies (Sweet & Maxwell) (reference)
- Hong Kong Companies Ordinance (at <http://www.legislation.gov.hk/eng/home.htm>) (reference)

**MEANS/PROCESSES FOR STUDENT FEEDBACK ON COURSE**

- After class queries, email, or scheduled appointments;
  - Time permitting, I am happy to discuss questions before/after class or during class breaks.
  - Generally, I am very responsive to email and will normally reply within 24 hours (usually much quicker, unless it's Sunday or I'm traveling). **When emailing, please be sure to write as clearly and professionally as possible.**
  - I am always happy to meet/chat with students. If you require an appointment, please email first.
- Informal mid-semester course evaluation conducted by instructor; and
- Standard university course evaluation (SETL).

**COURSE POLICY** (e.g. plagiarism, academic honesty, attendance, etc.)

**Live an honorable life. Ultimately, you are your reputation.**

**Academic Honesty and Integrity**

You are expected to do your own work whenever you are supposed to. Incident(s) of academic dishonesty will NOT be tolerated. Cheating or plagiarism of any kind will result in an automatic F grade for the course plus strict enforcement of all Faculty and/or University regulations regarding such behavior.

The University Regulations on academic dishonesty will be strictly enforced! Please check the University Statement on plagiarism on the web: <http://www.hku.hk/plagiarism/>.

Academic dishonesty is a behavior in which a deliberately fraudulent misrepresentation is employed in an attempt to gain undeserved intellectual credit, either for oneself or for another. It includes, but is not necessarily limited to, the following types of cases:

- a. *Plagiarism* - The representation of someone else's ideas as if they are your own. Where the arguments, data, designs, etc., of someone else are being used in a paper, report, oral presentation, or similar academic project, this fact must be made explicitly clear by citing the appropriate references. The references must fully indicate the extent to which any parts of the project are not one's own work. Paraphrasing of someone else's ideas is still using someone else's ideas, and must be acknowledged.
- b. *Unauthorized Collaboration on Out-of-Class Projects* - The representation of work as solely one's own when in fact it is the result of a joint effort.
- c. *Cheating on In-Class Exams* - The covert gathering of information from other students, the use of unauthorized notes, unauthorized aids, etc.
- d. *Unauthorized Advance Access to Assessment Materials* - The representation of materials prepared at leisure, as a result of unauthorized advance access (however obtained), as if it were prepared under the rigors of the exam setting. This misrepresentation is dishonest in itself even if there are not compounding factors, such as unauthorized uses of books or notes.

**ADDITIONAL COURSE INFORMATION** (e.g. e-learning platforms & materials, penalty for late assignments, etc.)

This course will utilize MOODLE and all key course information is usually posted to our course Moodle page and explained during class.

It is highly likely that part of the course, and perhaps the entire course, will be delivered in an online format. If so, we will adjust as necessary, and I will discuss and communicate such changes to you as clearly as possible. Please do stay engaged and active as well and I'm certain we can have a positive learning experience.

This course will incorporate aspects of e-learning, blended learning, and flipped classroom teaching. I have prepared a number of multimedia resources/videos that will be used to support in-class learning and, in some situations, replace traditional lectures, to provide more time for discussion, engagement, and group activities.

Unless you have discussed and received permission from me, please do not record (audio or video) during our course.

If you are late to class, please, please be respectful when entering and finding a seat (i.e., try not to distract your classmates or me when entering). Additionally, please keep unnecessary, non-course related discussion to a minimum, as it can be distracting for both your classmates and me.

Research has shown technology use during class, usually leads to less learning, so please be responsible users of technology.

There will likely be a guest speaker during the course. Please be respectful, on-time, and attentive that day.

Every semester, I am asked questions that are covered in the syllabus. If you ask me such a question, I reserve the right to refer you back to the syllabus. If it's still unclear, then please follow-up with me.

**If for whatever reason you are having problems, please communicate such issues to me as early as possible. The longer you wait to inform me of issues you are facing, the less options are available.**