



The University of Hong Kong MBA Program - PMBA 6001 Class B

BUSINESS LAW and ETHICS WEEKEND MODE COURSE PLAN



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A. Objective

This course is an advanced international business law course with a strong ethics component throughout the course. It is specially designed for MBA students and mid-level managers. Some basic business law knowledge is assumed. The course will be conducted like a graduate seminar, requiring heavy advanced preparation and intense in-class participation. The goals or intended learning outcomes (ILO) of this course are:-

ILO #1. Broaden your perspective on global legal issues, and acquire knowledge of major legal systems of the world and international legal principles.

ILO #2. Enhance your understanding of the role of law in the East-West business environment, and increase your awareness of the complexity of cross-border commercial transactions and prevalent problems in professional and business ethics in the global arena.

ILO #3. Sharpen your analytical thinking skills to decipher legal problems, identify loopholes, and formulate solutions; and enhance your communication skills to effectively discuss legal concepts and structures pertinent to your future career and leadership development.

These ILOs align with the primary goals of the MBA Program to elevate the skills set and critical thinking ability of our students and to achieve internationalization, and are complementary to the essence of the MBA Program to groom future international executives.



Intended Learning Outcomes

ILO

Topics Covered in Course

Assessment Method

Goal #1
Acquiring
Global Legal
Perspective

- World Legal System
- International Law & Global Issues
- Cultural & Philosophical Heritage of Law

- Comparative East-West Brainstorming Discussion
- Responses to values & judgments

Goal #2
Understanding
Role of Law in
Complex
International
Business
Environment

- Contract Law Analysis & Remedies
- Different Global JV Modes
- International dispute resolution
- Intellectual Property Protection
- Internet Law and Global Concerns
- US-China corporate structures, exits, bankruptcy, and Securities Regulatory Oversight

- Contract IQ Competition- Class presentations & challenges
- Formulation of Legal Strategy in Project Negotiation
- Analysis of current business cases & latest developments
- In-class Interactive Participation
- Mid-Term Test
- Group Term Paper

Goal #3
Sharpening
Thinking Skill on
Legal Issues &
Communicating
in Legal Terms

- Business Ethics-Legal Controls
- International torts & product liability
- Cross-Border Legal Strategy on Negotiation & Deal Documentation
- Choice of Law, Conflicts of Law & Multi-Jurisdictional Problems

- Moot Court Socratic Debate: legal analytical thinking & expression of legal concepts
- Class Discussion on legal issues, options and strategic solutions
- Mid-Term Test
- Group Term Paper

B. Course Description



Legal knowledge is critical to your path to success in leadership and management.

However, the field of law is necessarily territorial: the cultural heritage and philosophical foundation of law is different in every country. Socio-political-legal framework sets the cornerstone of all the major nations, but the current dominant legal systems in the East, Middle East, Americas and Western Europe, Russia and Eastern Europe are governed by divergent and fundamentally different principles.

With the benefit of information technology and multimedia communication, the world is now "flat" and each of us needs to meet the challenge of becoming a **Global Citizen**. As potential future leaders in the 21st century, one must shift from the domestic-national realm to the international plane, and perceive the world as a whole by being all-embracing and receptive of constructive criticism.

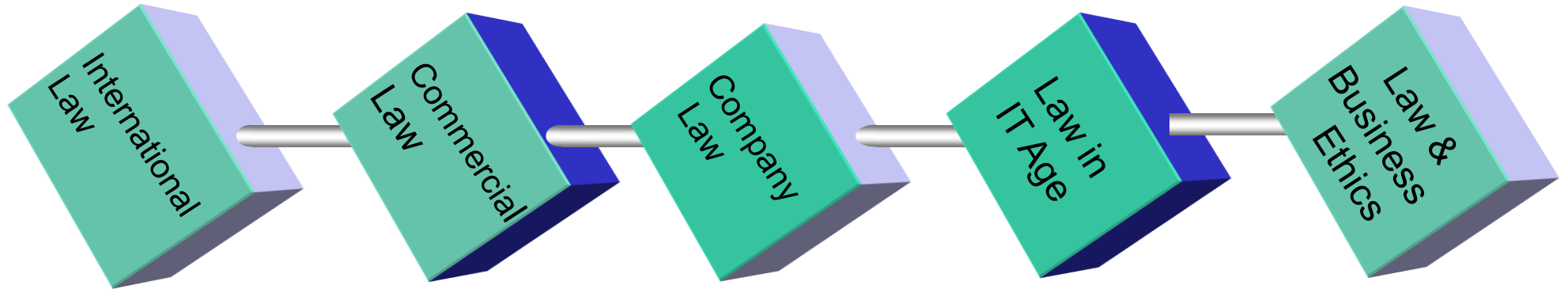
This course will attempt in a modest scale to examine the legal dynamics and conflicts at work in the international business arena. Our approach is comparative and all-embracing. However, due to time constraints, we will confine our scope to only a few major representative countries.

Historically, Hong Kong has inherited the British common law legal system. As the Anglo-American legal model is an influential stream among the "developed" western countries and has often been regarded as setting forth the ideal of "rule of law", we shall study the major areas of well established business principles in US and UK including contract, torts, corporation law and securities regulations. Hong Kong is also a part of China, which has a socialist legal framework. Since China is a key player in the world stage, whenever applicable, we will compare China's foreign investment laws and current business practices with US and UK. We will of course bring in the cross-boundary dimension, and discuss key issues affecting transnational commercial transactions, applicable to all international trade.

Nowadays, merger & acquisition and corporate restructuring are prevalent, especially in Asia and US, and a good grasp of the different forms of business establishments and holding structures is essential. Furthermore, in this internet era, the expansion of intellectual property rights is paramount, and how these and privacy rights get protected in global internet is a developing area of law.

Lastly, business ethics is a theme that will permeate the entire course, as integrity is the backbone of true success. Legal aspects and regulatory controls will be explored in this turbulent area of law. Correlated concepts of CSR will be discussed together with corporate governance within the legal framework of business ethics.

MBA Law Course Coverage of Important Legal Playing Fields



- World Legal Systems
- Multilateral Treaties and Global Institutions
- International Trade Law, WTO
- Cross-Border Legal Principles

- Contract Formation
- Project/Deal Documentation
- Business Torts
- Product Liability
- Employment non-compete
- Dispute Resolution

- Partnership vs. Corporation
- US-China Investment Vehicles
- Securities Regulations
- M & A Antitrust

- Internet Law & Global Concerns
- Intellectual Property Rights
- Piracy and Privacy Issues
- E-Contract

- Legal Culture Differences
- Individual & Corporate liability
- Professional Code of Conduct
- Legal Controls & Global Cases

C. Course Materials

1. Textbook For Background Reading Only



BUSINESS LAW:

Legal Environment, Online Commerce, Business Ethics, and International Issues, 6th Edition, By: Professor Henry R. Cheeseman, Pearson Prentice Hall (2007)

This book is selected because it was written by a very experienced business law professor, and it is well organized and relatively easy to understand. It provides a fairly comprehensive coverage of the general business legal principles of a developed Western common law country, namely, USA. This book should be used for basic background reading, and treated as a reference source for more detailed explanations. You will not be specifically tested on any textbook readings. The coverage of the lectures is much broader than the textbook.

Optional Reference:

Business Ethics: Concepts and Cases (Sixth Edition), By: Manuel G. Velasquez, Pearson Prentice Hall (2006)

Legal Dictionary:

A good legal dictionary is highly recommended.

Please go to the MBA book sale where bilingual legal dictionary is also available.

2. Student Booklets for Self-Study

As all of you should have had some preliminary exposure to business law concepts in your education or work experience, this course aims to engage you in a more sophisticated level of thinking and discussion.

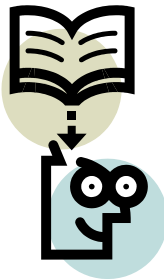
In order to achieve both breadth and depth, our minds need to race together!

Preparation and participation are important in all aspects of the course.

Learning curve is steep due to the technical and complex nature of comparative law, and our pace in class is fast as we move from one topic to another in a cumulative knowledge-base fashion. Therefore, please be prepared to devote substantial time to this course. This is the best way for you to reap the greatest benefits out of this course.

To promote efficiency and self-study, all my **Lecture Notes** have been pre-printed for you in form of **5 Student Booklets**, and will be distributed to you together with the **Textbook** one month in advance of your first day of class. This will relieve your time-pressure to avoid cramping the readings during the course.

A **Pre-Course Pack** will also be given to you, containing the Microsoft and IBM cases. You can pre-read at your leisure.



D. Global Class Environment

As this is a course on comparative East-West legal environments, it is important to adopt the mindset that the classroom atmosphere should be completely apolitical and neutral . All the classroom discussions should be based on facts and legal analysis, as the lecture materials are all based on objective legal resources and globally well regarded newspapers. Therefore,, kindly assume the role of a global citizen and keep an open-mind on all the issues we will address in class. Pros and cons of legal systems and business-legal practices will be compared, contrasted, and analyzed, but it is up to each of you to draw your own conclusions and deduce action plans for the future.

Socratic two-way dialogue is the best way to learn, especially when we aim to equip you with quick thinking ability and lateral perspective. To allow ample time for good two-way exchanges and inter-student interaction in class, please take note that we will skip a lot of the printed materials in your Student Booklets. Self-study is the key to MBA successes, and constructive contribution in class is a derivative of advanced preparation.

Please consult the [Weekend Mode Meeting Agenda and Study Schedule](#) regarding details on the program for our course.

MBA Global Rule of Law Conference

*World Legal
Systems &
International
Law*

*Contract
Documentation
& Legal
Strategy*

*Internet Law
& Intellectual
Property
Rights*

*Legal Forms
of Business
in US & China*

*Law
and
Business
Ethics*

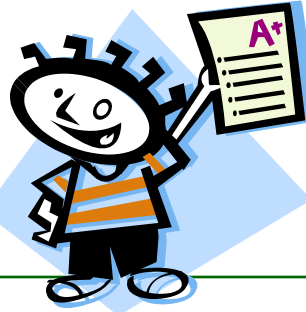
Weekend Mode 5-Day (10-Session)

Teaching Outline

1. Introduction & World Legal Systems
2. East-West Legal Environment Group Brainstorming Discussion; International Law v. National Law
3. Contract IQ Group Competition; Contract Law Fundamentals
4. Invalid Contracts and Remedies; Key Contractual Terms and Clauses
5. Forms of Western Business Establishments & Investment Vehicles in China
6. Cross-Border Investment Case Study of Chinese-Foreign Equity Joint Venture; Presentation of Legal Strategy on Contract Negotiation and Documentation
7. Legal aspects of Business Ethics: International Cases, Legal Controls & Global Reach
8. Mid-Term Test + Preparation for Class Debate
9. Global Internet Law & Intellectual Property Protection
10. Moot Court Class Debate: Microsoft v. Lee & Google (2005)
(a case on employment ethics, non-compete & confidentiality obligations, conflicts of law and jurisdictional dispute).

[Note: Group Term Paper is due one week after end of class.]

E. Assessment Criteria



- 10% Day 1 Group East-West Brainstorming
- 15% Day 2 Group Contract IQ Competition
or Day 3 Group Legal Strategy Presentation
- 30% Day 4 Mid-Term Test
- 15% Day 5 Moot Court Class Debate
(+ 3 bonus points for winning team)
- 10% Group Term Paper
- 20% Constructive Class Contribution & Good
Preparation

Classroom Courtesy and Fairness

Guidelines:

1. Please refrain from using phone or accessing internet or laptop in class.
2. Please avoid conduct not conducive to good learning environment such as sleeping, eating or reading newspaper while class is in session.
3. Absence on the day of Group presentation or Class Debate = zero individual score for that event.

- **Working Groups**: Division into Groups is necessary in order to conduct class work and activities. A Seating Chart will place the members together so as to facilitate presentations and grading by Groups. There will be in-class break-out group brainstorming work, contract homework for group IQ competition, legal strategy homework, and preparation work for moot court class debate.
- **Mid-Term Test** is a closed-book, 2.0 hour test in form of complex multiple choice questions, matching questions, and short legal-case analysis questions. It will cover world legal systems, international legal principles, contract law, tort liability, forms of US-China business establishments, and legal aspects of business ethics.
- **Group Term Paper (10-Page)** is your last assessment criterion. You will be given 2 essay questions requiring legal and business research as well as strategic analysis. This Paper is due one week after the end of class.
- **Optional Peer Review**: comment can be submitted on a confidential and voluntary basis regarding certain members' contribution to Group projects to address any inequities.

Grading Criteria

ILOs	A+ A A-	B+ B B-	C+ C C-	D+ D	F
1,2 & 3	Very Good to excellent ratings on all three criteria.	Good ratings on some or all three criteria.	Fair ratings on some or all three criteria.	Poor ratings on all three criteria.	Fail in all respects or Violation of any HKU Academic Regulations

H. Queries and Open Exchanges

There is no Teaching Assistant for this course.

However, I am always reachable by email at

maryww@hku.hk. In addition, please do not

hesitate to visit me at my office in Main Campus -

Meng Wah Complex Room 610. I can also meet you

at Town Center by appointment or chat with you

at Cyberport Campus before or after class.

