



# Syllabus

## 2016

INSTITUTE  
OF INTERNATIONAL  
RELATIONS  
UNIVERSITY  
OF WARSAW



CENTRE  
FOR  
CONTEMPORARY  
CHINA  
STUDIES

### Chinese Company Law



**"Increase of EU's economic potential in relations with China"**  
Leonardo da Vinci – Transfer of Innovation

### General Information

Course title		<b>Chinese Company Law</b>
Faculty/Institute		Faculty of Journalism and Political Science / Institute of International Relations
Programme for which the course is offered		BUSINESS LAW & BUSINESS DEVELOPMENT OF CHINA
Course ID		
Erasmus code		
Course group		
Didactic cycle		
Type/form of class		Seminar
Brief course description		This course will assess the principal legal theories and doctrines in relation to entrepreneurship, business and innovation, mainly in China but sometimes across countries. In particular, we will discuss the legal issues in investment rights protection and financing. The overall purpose is to provide our students with a theoretical and practical grasp of entrepreneurship, business and innovation in a legal context, which can be useful for academic as well as professional work in this field.
Full course description		<p>Content:</p> <ul style="list-style-type: none"> <li>- The Chinese economy - background and overview</li> <li>- Patterns of China's trade and inward Foreign Direct Investment</li> <li>- Structure of China's industry</li> <li>- China's economic regions</li> <li>- Development of consumer markets</li> <li>- The role of government in the economy</li> <li>- Structure of financial system</li> <li>- Growth of China's outward investment</li> </ul>
Prerequisites	Formal prerequisites	—
	other prerequisites	Basic skills in micro- and macroeconomics; basic knowledge about the international financial system; basic mathematical knowledge.
Learning outcomes		<ul style="list-style-type: none"> <li>• a good understanding of the core topics of entrepreneurship.</li> <li>• a critical understanding of the key aspects of entrepreneurship, business and innovation from interdisciplinary and comparative</li> </ul>

	<p>perspectives.</p> <ul style="list-style-type: none"> <li>ability to apply the knowledge to practical cases - using both legal analysis and</li> <li>business thinking.</li> </ul>
ECTS credits	
Assessment methods and criteria	<ul style="list-style-type: none"> <li>Attendance in seminars – 2 absences per term allowed;</li> <li>Active participation in seminars: <ul style="list-style-type: none"> <li>In-class work – max. 20 points;</li> <li>Preparation and presentation of a case study (group work) – max. 40 points;</li> </ul> </li> <li>Written exam – max. 40 points;</li> <li>100 points to be collected during the term: <ul style="list-style-type: none"> <li>&gt;60 points required for a 'pass grade';</li> </ul> </li> <li>Required positive grade both for exam and other components.</li> </ul>
Type of examination	Exam
Type of course	
Mode of delivery	<ul style="list-style-type: none"> <li>Hybrid classes</li> <li>Virtual courses meet online in an online course environment..</li> </ul>
Language of instruction	English
Bibliography	<ul style="list-style-type: none"> <li>Howson, N.C. (2001) "The AMCs Debt-for-Equity Swaps: Opportunities for Foreign Capital?" The China Business Review (September-October 2001)</li> <li>Lange, J.E. (1996) "Equity Joint Venturers Puzzle Over Approval and Equity Financing Issues," China Law &amp; Practice (June 1996)</li> <li>Cohen, J.A. (1996) "Cooperative Joint Ventures in China: Still a Puzzle," East Asian Executive Reports (March 1996)</li> <li>Folta, P.H. (2005) "Cooperative Joint Ventures – Savvy Foreign Investors May Wish to Consider the Benefits of This Flexible Investment Structure," The China Business Review (January-February 2005)</li> <li>Bransfield, S. and D. Schlueter (2004) "When Joint Ventures Go Bad," The China Business Review (September-October 2004)</li> </ul>
Work placement(s)	—
Course coordinator	<ul style="list-style-type: none"> <li><b>Dr Boguslaw Lackoronski (Institute of International Relations)</b></li> </ul>
Academic teachers	<ul style="list-style-type: none"> <li><b>Dr Boguslaw Lackoronski</b></li> <li><b>Visiting Professors</b></li> </ul>
Remarks	—

#### Detailed Information

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Name of the academic teacher	<b>Boguslaw Lackoroński (+ invited scholars and practitioners)</b>
Academic degree	<b>PhD &amp; MSc</b>
Form of the class	Seminar
Learning outcomes	<ul style="list-style-type: none"> <li>• A good understanding of the core topics of entrepreneurship.</li> <li>• a critical understanding of the key aspects of entrepreneurship, business and innovation from interdisciplinary and comparative perspectives.</li> <li>• ability to apply the knowledge to practical cases - using both legal analysis and</li> <li>• business thinking.</li> </ul>
Assessment methods and criteria for this course	<ul style="list-style-type: none"> <li>• Attendance in seminars – 2 absences per term allowed;</li> <li>• Active participation in seminars: <ul style="list-style-type: none"> <li>○ In-class work – max. 20 points;</li> <li>○ Preparation and presentation of a case study (group work) – max. 40 points;</li> </ul> </li> <li>• Written exam – max. 40 points;</li> <li>• 100 points to be collected during the term: <ul style="list-style-type: none"> <li>○ &gt;60 points required for a 'pass grade';</li> <li>○ Required positive grade both for exam and other components.</li> </ul> </li> </ul>
Type of examination	Exam
A list of topics	<p>Seminar topics:</p> <ol style="list-style-type: none"> <li>1. Entrepreneurship, Innovation, Business and Company Law: A General Introduction Business Vehicle Sole Trader, Partnership and Company EJV/CJV/ WFOE.</li> <li>2. Innovation and Capital The Double Trust Dilemma To Make or to Take?</li> <li>3. Contracts Relationship among Founders Relationship with Employees Relationship with Others (ie Creditors) Negotiation Exercise</li> <li>4. Property Principle of Innovation Property Law</li> <li>5. Financing Secrets: Corporate Law Chinese Company Law – basic structure Corporate Governance and Encouraging Innovation Dual Class Share Structure</li> <li>6. Finance and Banking Corporate Finance Funding and Equity Incentives</li> <li>7. Private Equity and Venture Capital (Investment Process, Negotiating the Term Sheet) P2P Crowdfunding</li> <li>8. Exit Strategy M&amp;A Financial Distress and Bankruptcy Law</li> <li>9. Use of Offshore Holding Company Lawyering Innovation Transactional Structures in Cross-border Transactions</li> <li>10. Technology and IP Protection Labor (accident and liability) Taxation Others</li> </ol>
Learning activities and teaching methods	<ul style="list-style-type: none"> <li>• Short lectures followed by a discussion with students;</li> <li>• Lectures and debates with Visiting Professors;</li> <li>• Students' presentations;</li> <li>• Group work in class;</li> <li>• Press reviews,</li> <li>• Analysis of statistical data;</li> <li>• Case studies.</li> </ul>
Bibliography	Article A: Wim Naude, "Entrepreneurship and Economic

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	<p>Development: Theory, Evidence and Policy”</p> <p>Article B: Henry Hansmann and Reinier Kraakman, “The Essential Role of Organisational Law”, (2000-2001) 110 Yale Law Journal 387-440</p> <p>Article C: Kate Litvak, “Venture Capital Limited Partnership Agreements: Understanding Compensation Arrangements”, (2009) 76(1) University of Chicago Law Review 161-218</p> <p>Article D: Jeffrey N. Gordon, “Ties that Bond: Dual Class Common Stock and the Problems of Shareholder Choice”, (1988) 76(1) California Law Review 1-85</p> <p>Article E: Andrew Verstein, “The Misregulation of Person-To-Person Lending”, (2011) 45 U.C. Davis Law Review 445</p> <p>Article F: David A. Kekich, How The Rich Get Richer With Quiet Private Investments (Red Tree International 2004) Chapter VII (Liquidity – Exiting Your Investment) 39-41</p> <p>Article G: John Gillespie, “Translated Company Law: An Ideological and Cultural Analysis of Market Entry in Vietnam”, (2002) 51(3) International and Comparative Law Quarterly 641-72</p> <p>Article H: Shen Wei, “Will the Door Open Wider in the Aftermath of Alibaba – Placing (or Misplacing) Foreign Investment in a Chinese Public Law Frame?” (2012) 42(2) Hong Kong Law Journal 561-944</p> <p>Article I: James Ang, Yingmei Cheng and Chaopeng Wu, “Does Enforcement of Intellectual Property Rights Matter in China? Evidence from Financing and Investment Choices in the High Tech Industry”</p> <p>Article J: Carolyn M. Moehling and Richard H. Steckel, Entrepreneurial Activity and Wealth Inequality: A Historical Perspective”, in Douglas Holtz-Eakin and Harvey S. Rosen (eds), Public Policy and the Economics of Entrepreneurship (Cambridge, MA: The MIT Press 2004) 181-210.</p> <p>Article K: Michael U. Klein and Bitá Hadjimichael, The Private Sector in Development: Entrepreneurship, Regulation, and Competitive Disciplines (Washington, DC: The World Bank 2003) Chapter 5 (Private Sector Development and Pro-Poor Policy Design) and Chapter 7 (Policy and the Country Context for Reform).</p> <p>Article L: M.A. Carree and A.R. Thurik, “The Impact of Entrepreneurship on Economic Growth”, in Zoltan Acs and David Audretsch (eds), International Handbook of Entrepreneurship Research Evidence and Policy”</p>
Limit of places available	

Time	
Place	

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