



Yong Pung How
School of
Law

Academic Year: 2023/24. Term: 2

LAW 4050 THE LAW AND FINANCE OF CORPORATE TRANSACTIONS

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COURSE DESCRIPTION

This course seeks to provide a comprehensive understanding of the legal, economic and financial aspects of corporate transactions, with a particular focus on Initial Public Offerings (IPOs), mergers and acquisitions, private equity, venture capital, and corporate restructuring. It will also analyse the role of transactional lawyers when advising lenders, private companies and different actors in capital markets, including listed companies, hedge funds, institutional investors and boards of directors. The course seeks to provide students with the background and skillset that transactional lawyers need to possess to effectively advise clients in an increasingly complex, changing and global world. To achieve this goal, students will be exposed to a variety of corporate transactions that will be analysed from an interdisciplinary perspective and taking into account the different actors and interests involved in a corporate transaction. They will also be exposed to the law and practice of different jurisdictions including both advanced economies and emerging markets.

COURSE OBJECTIVES

- Being able to understand the role and function of transactional lawyers
- Acquiring the intuition, background and skillset that lawyers need to possess to effectively navigate corporate transactions in a complex, changing and global world
- Getting to know the economic and financial aspects of corporate transactions
- Being able to connect different disciplines and areas of practice involved in corporate transactions

- Being able to advise companies and investors in a variety of corporate transactions and in different market and institutional environments

PRE-REQUISITES

Law students should have taken LAW201 Law of Business Organisations, LAW201 Corporate Law, LAW101 Contract Law 1 and LAW102 Contract Law 2. Non-law students should have taken LGST101 Business Law and LGST102 Company Law.

BIBLIOGRAPHY

There is no need to acquire any textbook. A reading list will be provided at the beginning of the course. Most of the materials will be available online.

COURSE METHODOLOGY

The course will be conducted in seminar sessions of 3 hours each per week. There will be a short break after the first hour and a half. There will be 1 or 2 guests lectures delivered by leading practitioners from the industry partner collaborating with this capstone SMU-X course.

ASSESSMENT METHOD

Class Participation	20%
Group Project	50%
Midterm Exam	30%
TOTAL	<u>100%</u>

No questions from past year papers or published test banks will be used verbatim for the graded assessments in this course.

Class Participation

You will be assessed on your participation in class throughout the course. Apart from being important for the final grade, active participation by students will create a vibrant and interactive environment conducive to learning. Total participation in class comprises 20% of the final grade.

Group Project

The group project will comprise 50% of the final grade. It will consist of a written report and a group presentation. The topic of the group project will be chosen by the students among a list of topics and corporate transactions provided by the instructors. To prepare the project, students will be given the opportunity to schedule a consultation with the industry partner collaborating with this course. The group presentation will take place at

the end of the course. Leading practitioners from the industry partner will attend the presentations and provide feedback. They will also participate in the assessment of the group project. More information about the group project will be provided in the first seminar.

Mid-term Exam

The mid-term exam will consist of an open-book exam comprising hypotheticals and/or policy questions about the topics discussed in seminars 1 to 8. The mid-term exam will take place in week 11 and it will comprise 30% of the final grade.

ACADEMIC INTEGRITY

All acts of academic dishonesty (including, but not limited to, plagiarism, cheating, fabrication, facilitation of acts of academic dishonesty by others, unauthorized possession of exam questions, or tampering with the academic work of other students) by students are serious offences.

All work (whether oral or written) submitted for purposes of assessment must be the student's own work. Penalties for violation of the policy range from zero marks for the component assessment to expulsion, depending on the nature of the offence.

When in doubt, students should consult the instructor of the course. Details on the SMU Code of Academic Integrity may be accessed at <http://www.smuscd.org/resources.html>.

CLASS SCHEDULE

Week	Seminar	Topic
1	1	THE ROLE OF TRANSACTIONAL LAWYERS IN A GLOBAL WORLD
2	2	CAPITAL STRUCTURE AND VALUATION OF COMPANIES
3	3	FUNDRAISING METHODS FOR FIRMS
4	4	GOING PUBLIC: WHY, HOW AND WHERE?
5	5	CORPORATE GOVERNANCE AND INVESTOR PROTECTION
6	6	MERGERS AND ACQUISITIONS
7	7	CORPORATE RESTRUCTURING AND INSOLVENCY
8	-	MID-TERM RECESS WEEK
9	8	TRANSACTIONAL LAWYERING IN EMERGING ECONOMIES
10	9	NO CLASS (STUDENTS WORK ON THEIR GROUP PROJECTS)
11	10	MID-TERM EXAM
12	11	NO CLASS (STUDENTS WORK ON THEIR GROUP PROJECTS)
13	12	GROUP PROJECT PRESENTATIONS
14	-	REVISION WEEK (NO SEMINAR)
15	-	FINAL EXAMINATION

Note: The above syllabus/schedule is meant only as a guide and is subject to amendment.

DROPPING A COURSE

Students are reminded to follow the dates and procedures of add/drop modules found in <https://oasis.smu.edu.sg/Pages/RO/All-About-BOSS.aspx#parentHorizontalTab5>

UG and JD students need to drop the electives via BOSS unless otherwise instructed by the School for specific electives (e.g. Moots).

Students who fail to follow the correct procedures and stipulated timelines for dropping their modules will obtain a “W” or “F” grades as indicated on OASIS.

Do note that a “W” and ‘F’ grade is reflected **permanently** on a student’s transcript.

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Academic Integrity may be accessed at <https://oasis.smu.edu.sg/Pages/DOS-WKLSWC/UCSC.aspx>.

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ACCESSIBILITY

SMU strives to make learning experiences accessible for all. If you anticipate or experience physical or academic barriers due to disability, please let me know immediately. You are also welcome to contact the university's disability services team if you have questions or concerns about academic provisions: included@smu.edu.sg.

Please be aware that the accessible tables in our seminar room should remain available for students who require them.

DIGITAL READINESS FOR TEACHING AND LEARNING (DRTL)

As part of DRTL, instructors may conduct lessons online via either the Zoom or WebEx platform during the term, to prepare students for online learning. During an actual emergency, students will be notified to access the Zoom or WebEx platform for their online lessons. The class schedule will mirror the current face-to-face class timetable unless otherwise stated.