



Yong Pung How
School of
Law

Academic Year 2024/25 Term 1

COURSE CODE: LAW4058

COURSE TITLE: COPRRATE DEALS (1 course unit)

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COURSE DESCRIPTION

This is a capstone course that builds upon the foundational legal knowledge acquired by students in their earlier years in law school, in particular the basic principles of contract and corporation. It is also an SMU-X course that approaches the topic through practical problem-solving. It is designed to provide students with a contextual understanding of the major types of corporate deals and an opportunity to tackle problems arising from these deals. The course is divided into two parts. In the first part, students will learn the key legal, financial, and business issues arising in corporate deals, including public equity and debt financing, as well as mergers and acquisition. In the second part, students will work on a venture capital investment project under the guidance of our industrial partner, Linklaters.

PRE-REQUISITE/ CO-REQUISITE/ MUTUALLY EXCLUSIVE COURSE(S)

Pre-requisites: LAW101 Contract Law 1, Contract Law 102, and LAW201_621 Corporate Law

Mutually exclusive: LAW4050 The Law of Finance of Corporate Transactions; LAW417 Law of Mergers & Acquisition

LEARNING OBJECTIVES

By the end of the course, students should be able to:

- 1) Understand the general legal framework regulating major corporate deals
- 2) Understand the main legal documents involved in corporate deals
- 3) Understand the business and financial rationales for the legal devices used
- 4) Understand the key issues in negotiating and advising on venture capital investment deals

RECOMMENDED TEXT AND READINGS

Lecture notes and handouts will be distributed weekly on eLearn. The course materials are largely self-contained. Some helpful references include:

- WY Wan and U Varottil, *Mergers and Acquisitions in Singapore: Law & Practice* (2013, Lexis Nexis).
- Claire Hill, Brian Quinn & Steven Solomon, *Mergers and Acquisitions: Law, Theory, and Practice* (West, 2016 or 2019)
- Brad Feld & Jason Mendelson, *Venture Deals: Be Smarter Than Your Lawyer and Venture Capitalist* (4th ed.) (Wiley, 2019)

Students are encouraged to keep abreast of major corporate deals around the world by reading leading business dailies/weeklies like the Wall Street Journal, Financial Times and The Economist.

ASSESSMENT METHOD

Class Participation: 20%

Individual Research Paper: 40%

Group Projects: 40% (30% for group work and 10% for individual presentation)

The group project will be graded according to the written summary submitted by each group and the presentation of each student. The written summary will be assessed as a whole, so each member of a group will receive the same grade for the written summary. But the performance of oral presentation is assessed individually so each member may receive a different grade for his or her presentation. As a result, members in the same group may have a different overall grade for the group project.

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

COURSE METHODS

The course will be taught through interactive seminars. Students are expected to participate actively in class discussions. Case studies will be used throughout the course. There will be a guest seminar delivered by our industrial partner. A group project on venture capital investment will be conducted under the guidance of our industrial partner. Upon forming their own groups, a lottery will be drawn to determine the roles each group will play. Each group is given the opportunity to schedule a one-hour consultation session with the industrial advisors from Linklaters. Our industrial advisors will also participate in the assessment of the group presentations.

CLASS SCHEDULE

Week No.	Topic	Readings (tba)
1	Economics of Corporate Contracting	
2	Economic Background of Corporate M&A	
3	General Frameworks of M&A Regulation and Documentation	
4	Basics of Corporate Finance	
5	Public Issuance of Corporate Debt	
6	Public Issuance of Corporate Equity	
7	Economic Background of Entrepreneurial Financing	
8	Mid-term Break	
9	Guest seminar, VC Investment Agreement	

10	No class (students to work on group projects)	
11	No class (students to work on group projects)	
12	No class (students to work on group projects)	
13	Group project presentation	
14		

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://smu.sharepoint.com/sites/oasis/SitePages/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.

UNIVERSITY POLICIES

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) 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 offense.

When in doubt, students should consult the instructors of the course. Details on the SMU Code of Academic Integrity may be accessed at <https://smu.sharepoint.com/sites/oasis/SitePages/DOS-WKLSWC/UCSC.aspx> or OASIS -> CAMPUS LIFE & EXCHANGE -> CONDUCT & DISCIPLINE -> UNIVERSITY COUNCIL OF STUDENT DISCIPLINE -> SMU CODES OF CONDUCT.

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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: DSS@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 emergency preparedness, instructors may conduct lessons online via the Zoom platform during the term, to prepare students for online learning. During an actual emergency, students will be notified to access the Zoom platform for their online lessons. The class schedule will mirror the current face-to-face class timetable unless otherwise stated.