

# 公司金融法

## The Syllabus of Corporate Finance (version 2026)

### 1. Course Number:

### 2. Course Name : Corporate Finance

### 3. Course Description:

Against the backdrop of deepening financial globalization and cross-border transactions, businesses including corporate financing, mergers and acquisitions restructuring, private equity and asset securitisation are highly internationalized. Divergent legal regimes and regulatory requirements across jurisdictions have become core practical challenges. Existing law and finance courses predominantly focus on domestic legal systems, lacking comparative legal perspectives and practical orientation, and thus fail to meet talent demands in foreign-related rule of law, financial compliance and cross-border legal services. It is therefore highly necessary to establish the course Comparative Law of Corporate Finance.

Adopting a comparative legal approach, this course systematically covers corporate financing mechanisms, interest conflict balancing, financial market regulation, debt financing, cross-border mergers and acquisitions, private equity and asset securitisation. It aligns with legal rules and practices of major jurisdictions including China, the UK, the US and the EU, concentrates on transaction structures, regulatory logic and multi-party interest coordination, and helps students establish a comprehensive knowledge system of cross-border financial law.

In terms of talent cultivation, the course addresses deficiencies in current teaching, enhances students' capabilities in cross-jurisdictional legal analysis, complex case assessment and practical operation. It matches professional requirements for positions such as foreign-related lawyers, corporate legal counsel, financial institutions and regulatory authorities, supporting the training of interdisciplinary talents for foreign-related legal affairs.

For disciplinary development, the course promotes in-depth integration of law, finance and regulatory governance, enriches the teaching connotation of new liberal arts and comparative law, and improves the frontier and practical value of relevant disciplines.

In response to practical industry demands, professionals with comparative legal insights are urgently needed in cross-border transactions, M&A restructuring, asset securitisation, private equity investment and other fields. Targeting prominent practical difficulties, the course elaborates transaction frameworks, compliance essentials and risk prevention, effectively bridging the gap between legal theory and judicial practice.

### 4. Education level: Undergraduate course / Postgraduate course

### 5. Course type: Elective / Core course

6 . **Academic year and semester:** Third or fourth year of undergraduate studies; First year of postgraduate studies

7 . **Prerequisite courses:** Civil Law; Commercial Law; Company Law; Basic Economics

8 . **Course Period:** 32, **credits:** 2.0

11. **Course Outcomes and Teaching Effect Evaluation**

Teaching Aims	Teaching Effect Evaluation			
	Fail	Pass, C	B	A
1. Understand the basic legal framework of corporate finance in major jurisdictions.	Know nothing about the system.	Can understand the main content and core connotation of the course, but the understanding is not complete.	Can fully understand the main content and core connotation of the course, but not systematic, there are breakpoints.	Be able to fully understand the main content and core connotation of the course, have very comprehensive comprehension.
2. Master corporate financing methods and capital structure rules.				
3. Understand agency problems, director duties and stakeholder conflicts.				
4. Grasp financial market regulation, disclosure rules and investor protection.				
5. Understand debt				

finance, loan terms and creditor protection mechanisms.				
6. Understand takeovers, mergers and cross-border M&A legal rules.				
7. Understand private equity, securitisation and modern financing tools.				
8. Use comparative method to analyze transactions and regulatory policies.				
9. Identify legal risks and provide compliance advice in corporate finance.				

**9. Course Content: Lectures and Lecture Hours:**

<b>Course Content</b>	<b>Lectures Hours</b>
<b>Chapter I</b>	3
1.1 Introduction to the course	
1.2 Basic concepts	

1.3 Legal framework for corporate finance	
<b>Chapter II</b> 2.1 How companies fund themselves 2.2 Capital and financing options	3
<b>Chapter III</b> 3.1 Competing interests 3.2 Agency problem 3.3 Director duties 3.4 Business judgment rule	3
<b>Chapter IV</b> 4.1 Financial market regulation 4.2 Objectives;Disclosure 4.3 Market misconduct	3
<b>Chapter V</b> 5.1 Corporate capital and equity financing	3
<b>Chapter VI</b> 6.1 Debt corporate finance 6.2 Unsecured debt 6.3 Term loans	3
<b>Chapter VII</b> 7.1 Optional informal seminar	3
<b>Chapter VIII</b> 8.1 Creditor protection 8.2 Contractual and proprietary	3
<b>Chapter IX</b> 9.1 Takeovers and mergers 9.2 Cross-border M&A	3
<b>Chapter X</b> 10.1 Private equity:Structure and regulation	3
<b>Chapter XI</b> 11.1 Secularization:Mechanism,benefits and global regulation	2

### **10. Grading:**

**Assessment methods:** Final Examination (opening books & materials)

**Homework** 20%

**Inclass presentation and Quizzes** 10%

**Final Exams (paperwork)** 70%

### **11. Text & Reference Book:**

**Text & Reference Book: Text book:**

**Textbook:**

黄良杰、崔海红. 公司金融 [M] .北京:清华大学出版社,2021.

### **Reference Books& materials:**

- 1.Mads Andenas, Frank Wooldridge, European Comparative Company Law, Cambridge University Press 2010.
- 2.Charles C. Cohen&Peter B. Oh, Corporate Law and Governance: Principles and Practice. Aspen Casebook Series 2025.
- 3.Eilís Ferran,Elizabeth Howell&Felix Steffek, Principles of Corporate Finance Law ,Oxford University Press 2023.
4. Louise Gullifer&Jennifer Payne ,Corporate Finance, Principles and Policy, Bloomsbury Publishing 2025.
- 5.朱叶. 公司金融 第五版[M] . 上海:复旦大学出版社, 2023.
6. [法] 让·梯若尔. 公司金融理论 [M] . 北京:中国人民大学出版社, 2014.

The rest of the reference books and recommended reading materials will be synchronized in the PPT handouts for each chapter lecture.

### **13. Compilation Teacher: 姜雪莲**

编写教师签名:

责任教授签名:

开课学院教学副院长签名: