

内地大学讲课系列 2025  
Mainland University Lecture Series 2025

中国政法大学《涉外法律人才培养课程》  
Foreign-related Legal Talents Training Course of China University of Political Science and Law

“跨境交易的法律服务与风险管理 – 普通法下的视角”  
“Legal Services and Risk Management for  
Cross-border Transactions – a Common Law Perspective”

课程信息  
**Course Information**

<b>课程提供者</b> <b>Course Provider:</b>	香港律师会及香港法律专业学会普通法中心 The Law Society of Hong Kong and the Common Law Centre of the Hong Kong Academy of Law
<b>课程听众</b> <b>Audience:</b>	中国政法大学邀请的实务律师 Legal practitioners as invited by CUPL
<b>课程日期</b> <b>Course Dates:</b>	2025年5月24至27日(星期六至二) 24 – 27 May 2025 (Saturday to Tuesday)
<b>学习目标</b> <b>Learning Objective:</b>	完成本课程后，听众将了解以下内容： Upon completion of this course, the audience will have a general understanding of the followings:  <ol style="list-style-type: none"><li>1. 进一步了解香港的法律制度和专业、香港在一国两制发展和国际法律发展中的特殊作用 Understanding more about the legal system and profession in Hong Kong, the special role of Hong Kong in the development of ‘One Country Two Systems’ and international legal development</li><li>2. 从普通法角度了解不同类型跨境投资和财富管理的法律知识以及与这类型交易相关的风险，以及尽量减少风险的方法 Legal knowledge relating to different types of cross-border investments and wealth management from a common law perspective and risks associated with these types of transactions and ways in which to minimise them</li><li>3. 了解不同争议解决方法，尤其国际商事仲裁的起源、实践、原则和理论</li></ol>

	<p>Understanding the origins, practices, principles and theories of different methods of dispute resolution, in particular, international commercial arbitration</p> <p>4. 通过简报、案例研究和模拟仲裁，增强对仲裁的法律和程序方面的识别、评估、批判性评论和演示的能力 Enhanced ability to identify, evaluate, critically comment and give presentation on the legal and procedural aspects of arbitration, through presentation, case studies and mock arbitration</p>
<b>授课模式</b> <b>Delivery Mode:</b>	<p>讲座、小组讨论 / 简报、案例研究、角色扮演、模拟仲裁等相结合 A combination of lectures, small group discussions / presentations, case studies, role-plays, mock arbitration and others</p>
<b>授课语言</b> <b>Medium of Instruction:</b>	<p>普通话 (以英语教材研习) Putonghua (with the use of English teaching materials)</p>
<b>讲师</b> <b>Lecturers:</b>	<p>香港律师会经验丰富的合资格律师 Experienced qualified solicitors of The Law Society of Hong Kong</p>

课程大纲  
**Course Outline**

课程时间 Course Time	讲课 Lecture No.	课题 Topic
第一天 – 2025 年 5 月 24 日 (星期六) Day 1 – 24 May 2025 (Saturday)		
9:00am-12:00nn (3 小时)	讲课一 Lecture 1	<p><b>香港的法律制度</b> <b>Hong Kong Legal System</b></p> <ul style="list-style-type: none"> <li>• 普通法、大陸法和伊斯兰法体系 The systems of common law, civil law and Islamic law</li> <li>• 香港法院的制度 Hong Kong court system</li> <li>• 香港法律制度的发展 Development of Hong Kong legal system</li> <li>• 中国大陆和香港法律制度的简要对比 (包括《基本法》中的有关条款) Brief comparison between the legal systems in Mainland China and Hong Kong (certain provisions in the Basic Law would be covered)</li> <li>• 体制和相关政治风险 System and relevant political risks</li> </ul>
2:00pm-5:00pm (3 小时)	讲课二 Lecture 2	<p><b>跨境投资(一) – 合同、兼并与收购</b> <b>Cross-Border Investment (I) – Contract, Mergers and Acquisitions</b></p> <ul style="list-style-type: none"> <li>• 合同的订立 Formation of the contract</li> <li>• 合同条款 (隐含条款、虚假陈述、口头证据规则等) Contract terms (implied term, false statement, the parol evidence rule, etc.)</li> <li>• 合同条款的考虑要素 (税务、国际条约、实体法等) Consideration of the contract terms (taxation, international agreement, substantive law, etc.)</li> <li>• 跨境合同的风险及风险管理 Risks and risk management on cross-border contracts</li> <li>• 违约与合同终止</li> </ul>

课程时间 Course Time	讲课 Lecture No.	课题 Topic
		<p>Breach and termination of contract</p> <ul style="list-style-type: none"> <li>救济措施 (损害赔偿, 如违约金、强制履行、禁制令等) Remedies (compensation for damage such as liquidated damages, specific performance, injunction, etc.)</li> <li>准合同的相关问题 – 法定信托 Issues related to quasi contract – statutory trust</li> </ul>
<p>第二天 – 2025 年 5 月 25 日 (星期日) Day 2 – 25 May 2025 (Sunday)</p>		
<p>9:00am-12:00nn (3 小时)</p>	<p>讲课三 Lecture 3</p>	<p>跨境投资(二) – 案例研习 Cross-Border Investment (II) – Case Study Exercise</p> <ul style="list-style-type: none"> <li>运用真实案例和假设案例相结合的方式, 引出进行跨境投资时有意思的考虑因素以及法律和实务知识 Use of a combination of real cases and hypothetical cases to bring out interesting considerations, as well as legal and practical knowledge when conducting cross-border investment</li> </ul>
<p>2:00pm-5:00pm (3 小时)</p>	<p>讲课四 Lecture 4</p>	<p>跨境财富管理 Cross-border Wealth Management</p> <ul style="list-style-type: none"> <li>继承法、遗嘱、特留份继承问题 Law of Succession, Wills, Forced Heirship Issues</li> <li>普通法信托概念 (信托设立人、受托人、受益人的地位) 和遗产规划 Common Law Trust Concept (Role of Settlor, Trustee, Beneficiaries) and Estate Planning</li> <li>不同类型的信托 (固定信托、全权信托、特定目的信托、慈善信托) 和实体 (例如私人基金、大陆法信托); 司法管辖地的选择 Different types of trusts (Fixed, Discretionary, Purpose Trusts, Charities) and Entities (e.g. Private Foundations, Civil Law Trusts); Choice of jurisdictions</li> <li>资产类型 (现金、房地产、债券、股权 (私募和上市)、衍生品和其他大宗商品) Types of Assets (Cash, real estate property, bonds, equities</li> </ul>

课程时间 Course Time	讲课 Lecture No.	课题 Topic
		<p>(private and quoted), derivatives and other commodities)</p> <ul style="list-style-type: none"> <li>• 跨境财富管理中「离岸公司」的运用；「离岸公司」的定义、特征及其作用 Use of “Offshore Companies” in Cross-border Wealth Management; Definition of “Offshore Companies, characteristics and their use</li> <li>• 全球反洗钱行动 Worldwide Anti-Money Laundering effort</li> </ul>
<b>第三天 – 2025 年 5 月 26 日 (星期一)</b> <b>Day 3 – 26 May 2025 (Monday)</b>		
<b>9:00am-12:00nn</b> <b>(3 小时)</b>	<b>讲课五</b> <b>Lecture 5</b>	<b>国际商事纠纷解决 (I) (侧重国际商事仲裁)</b> <b>International Commercial Dispute Resolution (I) (focusing on International Commercial Arbitration)</b> <ul style="list-style-type: none"> <li>• 不同类型的纠纷解决方法 (仲裁、诉讼、调解/和解、专业判决和专家评估) Different types of dispute resolution methods (arbitration, litigation, mediation/conciliation, adjudication and expert determination)</li> <li>• 仲裁和诉讼各自的优势和弊端 The pros and cons of arbitration and litigation</li> <li>• 仲裁协议 Arbitration agreement</li> <li>• 与国际仲裁相关的适用法律 Applicable law related to international arbitration</li> <li>• 通过国际投资争端解决中心进行仲裁 Arbitration through the International Centre for Settlement of Investment Disputes</li> </ul>
<b>2:00pm-5:00pm</b> <b>(3 小时)</b>	<b>讲课六</b> <b>Lecture 6</b>	<b>国际商事纠纷解决 (II) (侧重国际商事仲裁)</b> <b>International Commercial Dispute Resolution (II) (focusing on International Commercial Arbitration)</b> <ul style="list-style-type: none"> <li>• 仲裁裁决的执行和撤销 Enforcement and set-aside of an arbitral award</li> </ul>

课程时间 Course Time	讲课 Lecture No.	课题 Topic
		<ul style="list-style-type: none"> <li>• 风险管理 Risk management</li> <li>• 律师的操守和诚信 Conduct and integrity of lawyers</li> <li>• 跨境诉讼、交互强制执行和知识产权相关问题 Issues related cross-border litigation, reciprocal enforcement and intellectual property</li> <li>• 案例研究 Case-studies</li> <li>• 与大湾区商事纠纷解决相关的实务问题和实际经验 Practical issues and real-life experiences related to GBA in Commercial Dispute Resolution</li> </ul>
<b>第四天 – 2025 年 5 月 27 日 (星期二)</b> <b>Day 4 – 27 May 2025 (Tuesday)</b>		
9:00am-12:00nn (3 小时)	讲课七 Lecture 7	<b>模拟仲裁 – 第一部份</b> <b>Mock Arbitration – Part I</b> <ul style="list-style-type: none"> <li>• 同时在中国大陆、香港和离岸司法管辖区进行法律程序的跨境诉讼案例研究 Case study of cross-border litigation involving concurrent proceedings in Mainland China, Hong Kong and offshore jurisdictions</li> </ul>
2:00pm-5:00pm (3 小时)	讲课八 Lecture 8	<b>模拟仲裁 – 第二部份</b> <b>Mock Arbitration – Part II</b> <ul style="list-style-type: none"> <li>• 续第一部份 Cont'd to Part I</li> </ul>

总讲课时数: 24 小时

**Total Lectures Duration:** 24 hours